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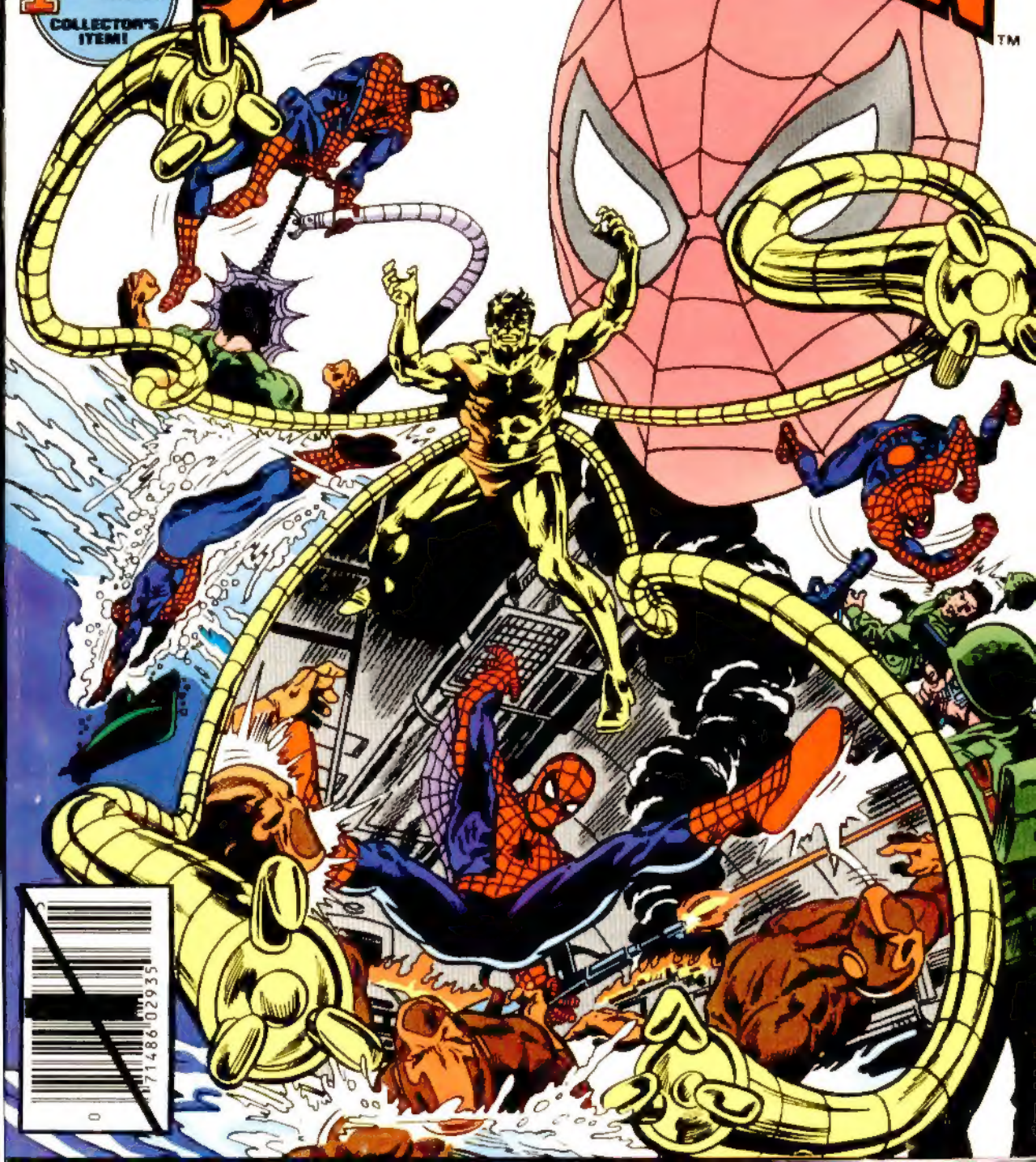


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1ST ISSUE
COLLECTOR'S
ITEM!

KING-SIZE ANNUAL! PETER PARKER, THE SPECTACULAR SPIDER-MAN™



Stan Lee PRESENTS: **THE SPECTACULAR SPIDER-MAN!**

BILL MANTLO / RICH BUCKLER & JIM MOONEY / JIM NOVAK / BOB SHAREN / ALLEN MILGROM / JIM SHOOTER
AUTHOR ARTISTS LETTERS COLORS EDITOR HEAD HONCHO

AND MEN
SHALL
CALL HIM...

OCTOPUS!

THE SKY IS CHANGED--AND
SUCH A CHANGE! O NIGHT
AND STORM AND DARKNESS!
YE ARE WONDROUS STRONG!
--LORD BYRON

IT'S A GOOD THING I'M NOT
THE SUPERSTITIOUS TYPE! OTHER-
WISE I'D SUSPECT A CONNECTION
BETWEEN THIS STORM AND MY
ENCOUNTER WITH KENT BLAKE
EARLIER THIS EVENING! *

I'D BELIEVE I HAD DREAMT THE
WHOLE THING UP--EXCEPT MY
BONES STILL ACHE FROM THE
BEATING DOC OCK GAVE ME.

EH? MY SPIDER-
SENSE IS STARTING
TO TINGLE--WARNING
ME OF DANGER!
BUT WHAT?!

*CONTINUING THE DEATH-DUEL BETWEEN
OUR FRIENDLY, NEIGHBORHOOD WALL-
CRAWLER AND THE DEADLY DR. OCTOPUS,
WHICH BEGAN IN AMAZING SPIDER-
MAN ANNUAL #13 --AL.

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THE WIND IS BLOWING WITH **HURRICANE** INTENSITY-- BUT WITH MY SPIDER-LIKE ABILITY TO CLING TO ANY SURFACE, I WON'T BE SWEEPED AWAY! SO WHY IS THE OLD SPIDEY SENSE ACTING UP?!



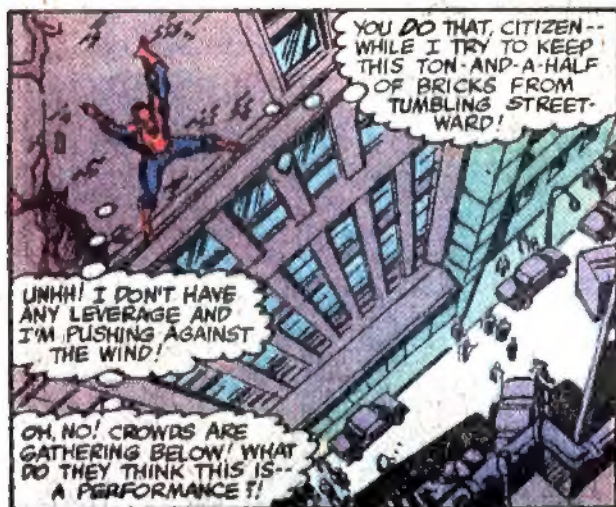
THE BUILDING FACADE!

IT'S BEGINNING TO CRUMBLE-- TO **COLLAPSE** FROM THE FORCE OF THE WIND!



IT'S FALLING TOWARD THE CROWDS BELOW, ON FIFTH AVENUE.

HOLY--! CALL THE POLICE! THE FIRE DEPARTMENT!



YOU DO THAT, CITIZEN-- WHILE I TRY TO KEEP THIS TON-AND-A-HALF OF BRICKS FROM TUMBLING STREET-WARD!

UNHH! I DON'T HAVE ANY LEVERAGE AND I'M PUSHING AGAINST THE WIND!

OH, NO! CROWDS ARE GATHERING BELOW! WHAT DO THEY THINK THIS IS-- A PERFORMANCE?!

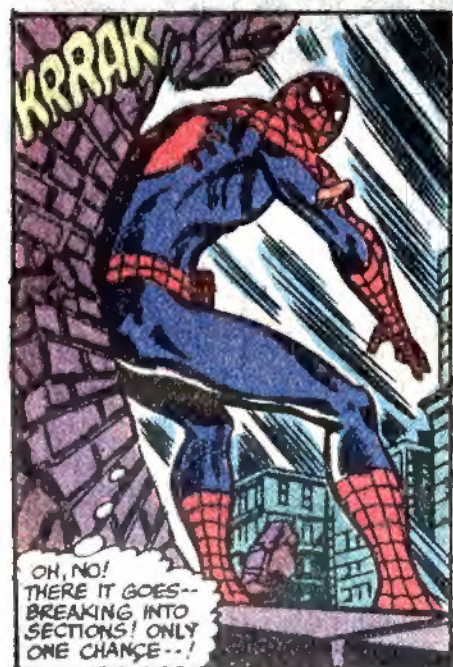


GOT TO CLEAR THE STREETS!



LOOK, ARCH-- THE SPIDER-SIGNAL!

IT'S SPIDER-MAN, TRYING TO WARN US!



OH, NO! THERE IT GOES-- BREAKING INTO SECTIONS! ONLY ONE CHANCE--!



GOTTA FIGHT THE WIND!



HEAVE THE FACADE ONTO THE BUILDING!

T-THE STRAIN IS INCREDIBLE!



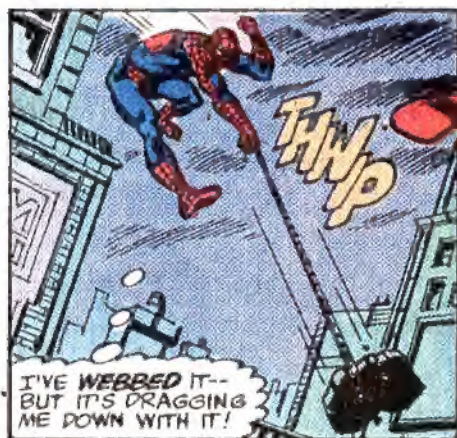
LOOK! WHAT'S SPIDER-MAN DOING?

H-H-E'S HURLING BRICKS DOWN ON US!

BULL! THAT'S DAILY BUGLE TALK! HE'S TRYING TO SAVE US!



OMIGOSH! A SECTION BROKE LOOSE!



I'VE WEBBED IT-- BUT IT'S DRAGGING ME DOWN WITH IT!



GOTTA GO WITH THE FLOW-- SWING IT TOWARD THAT WAREHOUSE ROOF...



SPIDER-MAN, GET DOWN HERE! YOU CAN'T JUST WALK AWAY FROM A NEAR-DISASTER WITHOUT AN EXPLANATION!



SO WHO'S WALKING? SEE YA, SARGE!



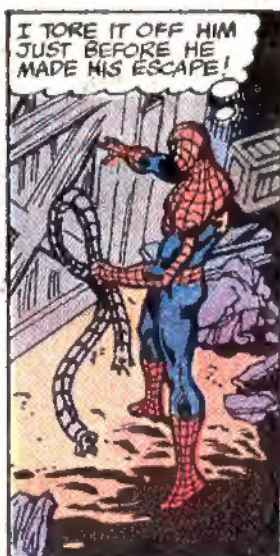
HE-HE IGNORED ME! HE JUST SWUNG AWAY!

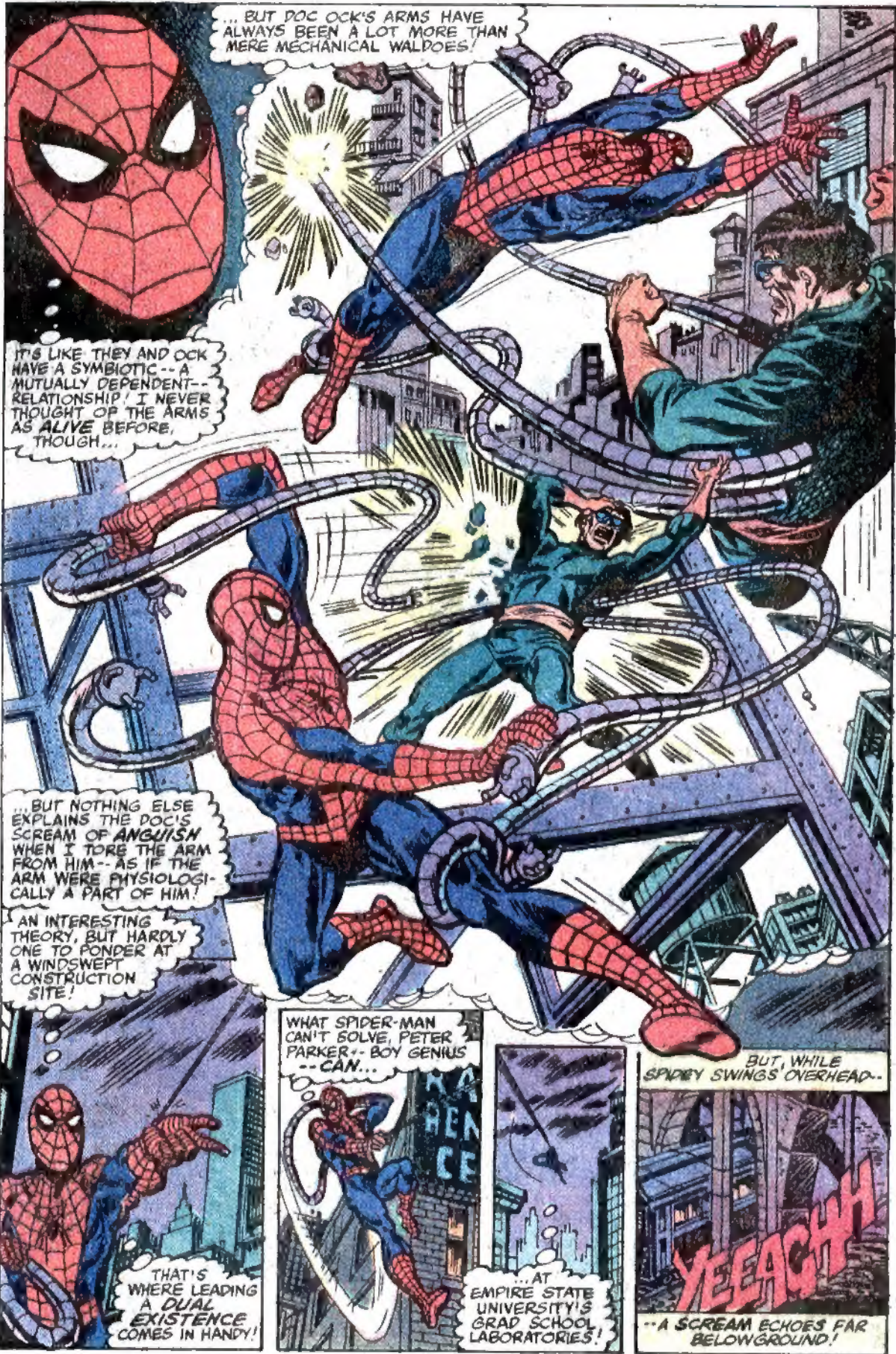
SO, WHAT WERE YOU GONNA BOOK HIM FOR? HEROISM?



MOMENTS LATER, DOWNTOWN...

GOOD! NOT A SOUL AROUND!





... BUT DOC OCK'S ARMS HAVE ALWAYS BEEN A LOT MORE THAN MERE MECHANICAL WALDOES!

IT'S LIKE THEY AND OCK HAVE A SYMBIOTIC-- A MUTUALLY DEPENDENT-- RELATIONSHIP! I NEVER THOUGHT OF THE ARMS AS ALIVE BEFORE, THOUGH...

...BUT NOTHING ELSE EXPLAINS THE DOC'S SCREAM OF ANGUISH WHEN I TORE THE ARM FROM HIM-- AS IF THE ARM WERE PHYSIOLOGICALLY A PART OF HIM!

AN INTERESTING THEORY, BUT HARDLY ONE TO PONDER AT A WINDSWEEP CONSTRUCTION SITE!

WHAT SPIDER-MAN CAN'T SOLVE, PETER PARKER-- BOY GENIUS -- CAN...

...AT EMPIRE STATE UNIVERSITY'S GRAD SCHOOL LABORATORIES!

BUT, WHILE SPIDREY SWINGS OVERHEAD--

YEEACH!

--A SCREAM ECHOES FAR BELOWGROUND!

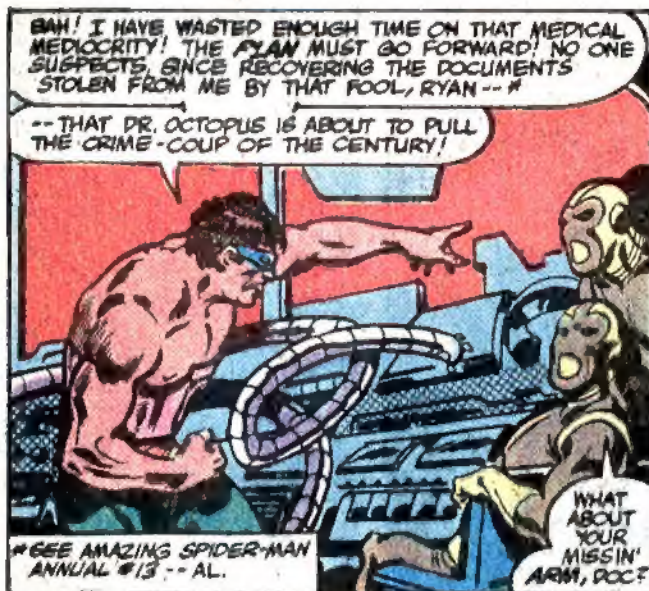
THE CRY EMANATES FROM THE SUBTERRANEAN, SUBWAY HIDEOUT OF THAT DEADLIEST OF ALL THE WEB-SLINGER'S FOES... THE DIABOLICAL DOCTOR OCTOPLUS!

D-DOCTOR OCTAVIUS, I DON'T UNDERSTAND IT! I'VE ADMINISTERED THE MOST POWERFUL ANESTHETIC KNOWN TO MEDICAL SCIENCE... BUT IT SEEMS TO HAVE NO EFFECT! IT-- IT'S ALMOST AS IF YOUR PAIN OVER THE LOSS OF YOUR MECHANICAL ARM WERE--ER--IN YOUR MIND!

FOOL! IMBECILE! CRETIN! YOU WERE RECOMMENDED TO ME AS THE BEST PHYSICIAN THE UNDERWORLD HAS TO OFFER-- BUT YOU HAVE SHOWN YOURSELF TO BE A CHARLATAN! ... A QUACK!

ARGHH! MY SIDE! THE PAIN! DO SOMETHING YOU OVER-RATED CLOWN! DO ANYTHING!





BAH! I HAVE WASTED ENOUGH TIME ON THAT MEDICAL MEDIOCRITY! THE **RYAN** MUST GO FORWARD! NO ONE SUSPECTS, SINCE RECOVERING THE DOCUMENTS STOLEN FROM ME BY THAT FOOL, **RYAN** -- #

-- THAT DR. OCTOPUS IS ABOUT TO PULL THE CRIME-COUP OF THE CENTURY!

#SEE AMAZING SPIDER-MAN ANNUAL #13 -- AL.

WHAT ABOUT YOUR MISSIN' ARM, DOC?



I WILL TRIUMPH OVER MY PAIN! EVEN NOW, I BEND MY AWESOME WILLPOWER TO THE TASK OF SUMMONING MY LOST APPENDAGE.

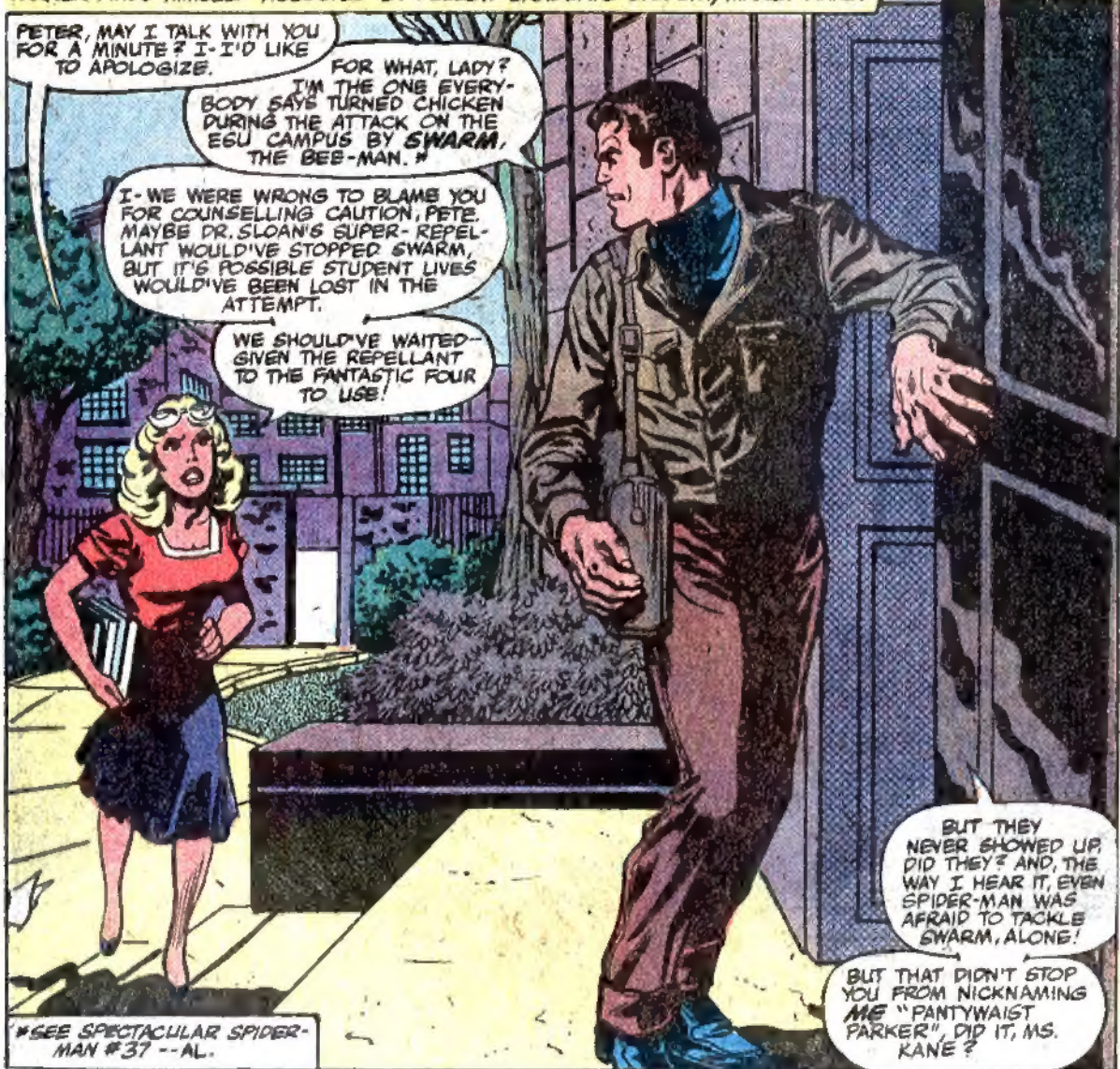
IF IT SURVIVED MY ENCOUNTER WITH SPIDER-MAN INTACT, IT **MUST** RETURN TO ME!



THEN, EVEN AS THE WORLD CRINGES FROM ME IN HORROR, I WILL SET ASIDE A MOMENT--

-- TO TEAR SPIDER-MAN LIMB-FROM-LIMB!

THE FOLLOWING MORNING, ON THE STEPS OF EMPIRE STATE UNIVERSITY'S PHYSICS BUILDING, A TIRED PETER PARKER FINDS HIMSELF ACCOSTED BY FELLOW GRADUATE STUDENT, MARCY KANE.



PETER, MAY I TALK WITH YOU FOR A MINUTE? I-I'D LIKE TO APOLOGIZE.

FOR WHAT, LADY?

I'M THE ONE EVERYBODY SAYS TURNED CHICKEN DURING THE ATTACK ON THE EGU CAMPUS BY **SWARM**, THE BEE-MAN.

I-WE WERE WRONG TO BLAME YOU FOR COUNSELLING CAUTION, PETE. MAYBE DR. SLOAN'S SUPER-REPELLANT WOULD'VE STOPPED **SWARM**, BUT IT'S POSSIBLE STUDENT LIVES WOULD'VE BEEN LOST IN THE ATTEMPT.

WE SHOULD'VE WAITED-- GIVEN THE REPELLANT TO THE FANTASTIC FOUR TO USE!

BUT THEY NEVER SHOWED UP, DID THEY? AND, THE WAY I HEAR IT, EVEN SPIDER-MAN WAS AFRAID TO TACKLE **SWARM**, ALONE!

BUT THAT DIDN'T STOP YOU FROM NICKNAMING ME "PANTYWAIST PARKER", DID IT, MS. KANE?

#SEE SPECTACULAR SPIDER-MAN #37 -- AL.



PETER, I-I'M TRYING TO FIND A WAY TO APO-LOGIZE--

AND SAYING YOU'RE SORRY IS SUPPOSED TO MAKE EVERYTHING JUST PEACHY, HUH?

FORGET IT, LADY! THE BARB'S SUNK IN WAY TOO DEEP!



I DON'T KNOW WHY, BUT YOU'VE BEEN RIDING ME, ABOUT WHAT YOU SEE AS MY LACK OF COMMITMENT TO MY STUDIES SINCE I BEGAN GRADUATE WORK! WHAT IS IT WITH YOU, ANYWAY?

IT'S JUST THAT I HATE TO SEE NATURAL TALENT WASTED, PETER!

I'VE SEEN YOUR UNDERGRADUATE TRANSCRIPTS. YOU ARE A POTENTIALLY BRILLIANT BIOPHYSICIST...



--BUT, INSTEAD OF APPLYING YOURSELF TO YOUR SCHOOLWORK, YOU SEEM TO REVEL IN TAKING CRIME PHOTOS FOR THE DAILY GLOBE!

HOW WOULD YOU SUGGEST I EARN MY MONEY, MARCY?



YOU GET A STIPEND FOR ASSISTANT TEACHING. JUST LIKE I DO!

WITH THE BILLS I'LL HAVE FOR MY AUNT'S FUNERAL THAT BARELY KEEPS ME IN MEALS!

OH, PETER, I'M SORRY... I DIDN'T MEAN...



YEAH? TELL ME ABOUT IT, SOMETIME!

WHAT ARE YOU, ANYWAY? MY GUIDANCE COUNSEL, LOR?

EXCUSE ME, MS. KANE, BUT I'VE GOTTA SPLIT!



AND WATCHING FROM HIS OFFICE, DR. MORRIS SLOAN, HEAD OF THE PHYSICS DEPARTMENT, THINKS SABELY TO HIMSELF...

THERE SEEMS TO BE FAR MORE THAN MERE CONCERN FOR A TALENTED STUDENT IN MS. KANE'S ATTITUDE TOWARDS YOUNG PARKER.

I WONDER IF SHE'S AWARE OF THAT FACT HERSELF?



WHY DID I CUT MARCY DOWN LIKE THAT?

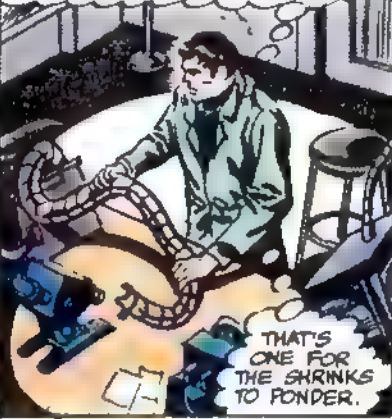
SHE WAS OBVIOUSLY MAKING AN EFFORT TO UNDERSTAND ME.



BUT MAYBE THAT'S IT. MAYBE I DON'T WANT TO BE UNDERSTOOD.

AFTER ALL, HOW DO I EXPLAIN THAT MY SLIPPING GRADES AND MY ATTITUDE TOWARDS PEOPLE WHO TRY TO GET CLOSE TO ME--

--ARE BOTH RELATED TO THE FACT THAT I SPEND MY NIGHTS SWINGING OVER THE CITY AS THE SPECTACULAR SPIDER-MAN?!



THAT'S ONE FOR THE SHRINKS TO PONDER.

BUT, MEANWHILE, I'VE GOTTA PLAY BOY-SCIENTIST AND ANALYZE DOC OCK'S SEVERED HYDRAULIC ARM FOR SOME CLUE AS TO HIS WHEREABOUTS!



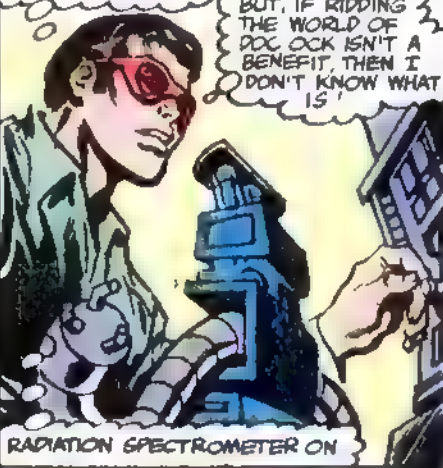
FIRST, I'LL RUN A CHECK FOR TRACE RADIATION LEVELS!

ALL MY LIFE I'VE WANTED TO BE A SCIENTIST--

BUT IS THIS, AS MARCY SAYS, JUST ANOTHER "WASTE" OF MY TALENTS?



--YET, INSTEAD OF DOING RESEARCH TO BENEFIT HUMANITY, I SPEND MY TIME INVENTING WAYS TO COMBAT MANIACAL SUPER-VILLAINING



BUT, IF RIDDING THE WORLD OF DOC OCK ISN'T A BENEFIT, THEN I DON'T KNOW WHAT IS!

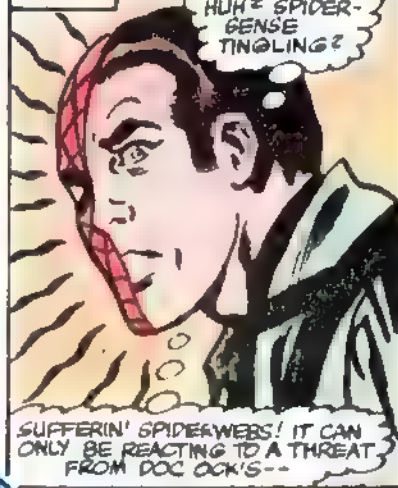
RADIATION SPECTROMETER ON

NOW TO LINK IN THE COMPUTER



IF MARCY COULD SEE ME NOW

BUT AS THE INTROSPECTIVE GRADUATE STUDENT CROSSES THE ROOM...



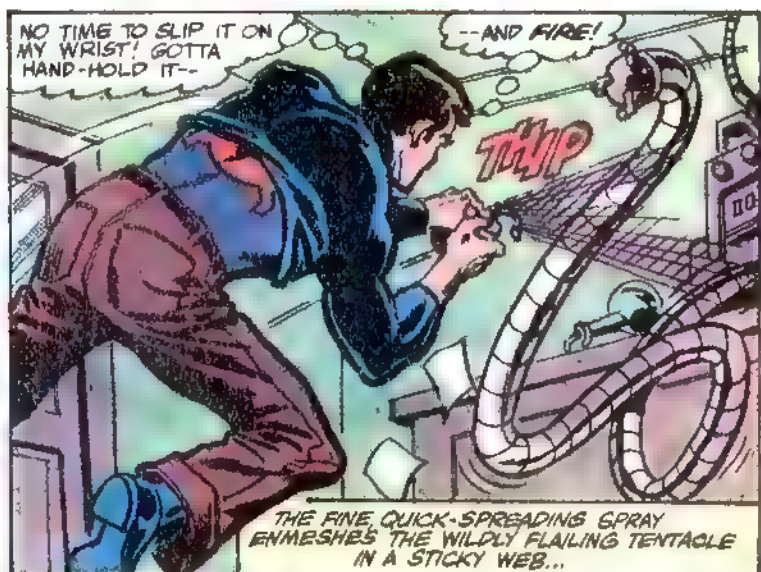
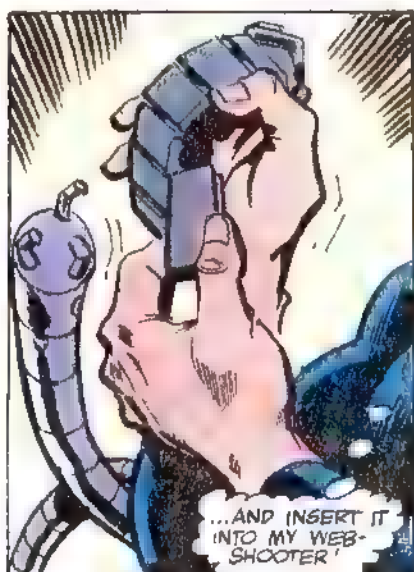
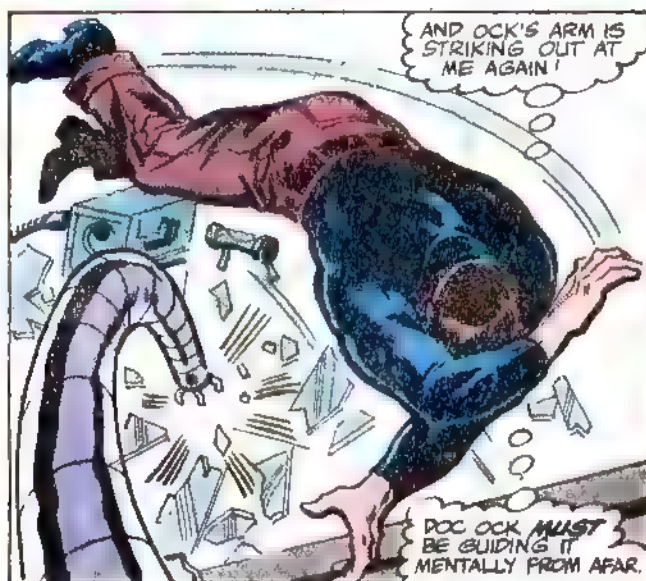
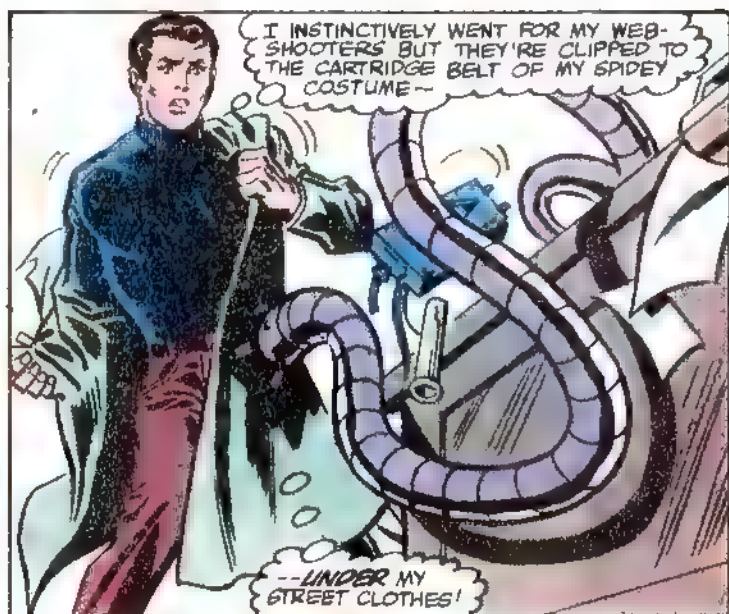
HUH? SPIDER-SENSE TINGLING?

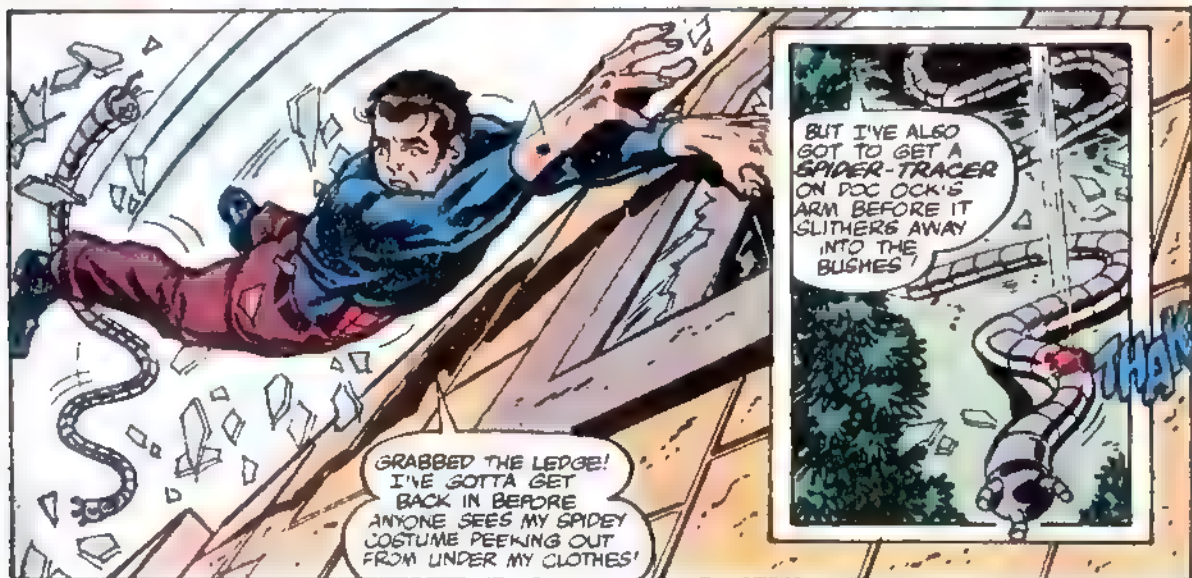
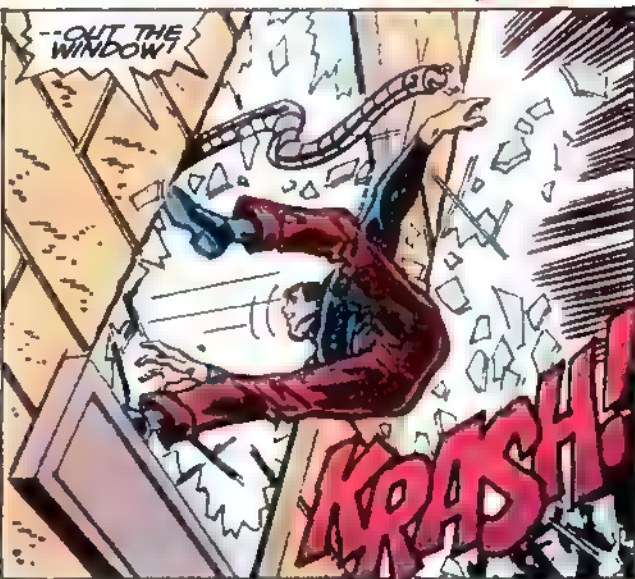
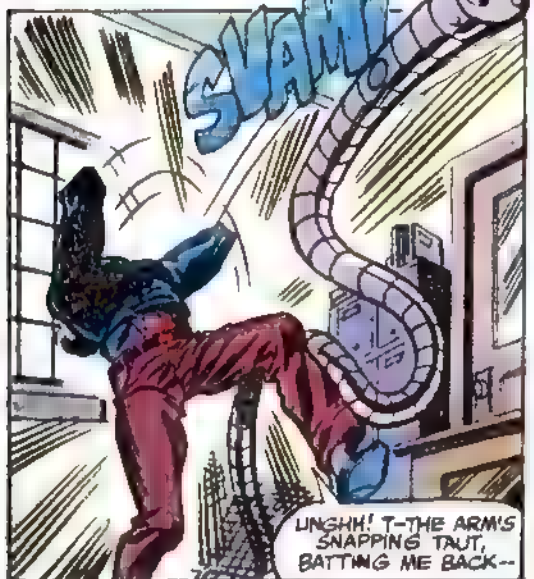
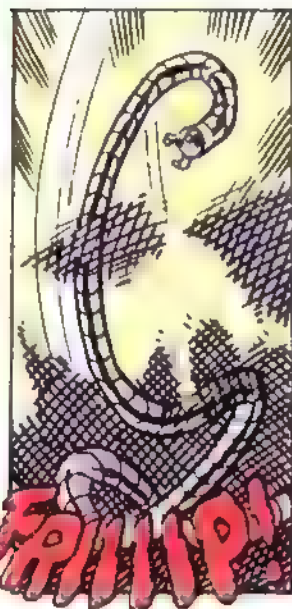
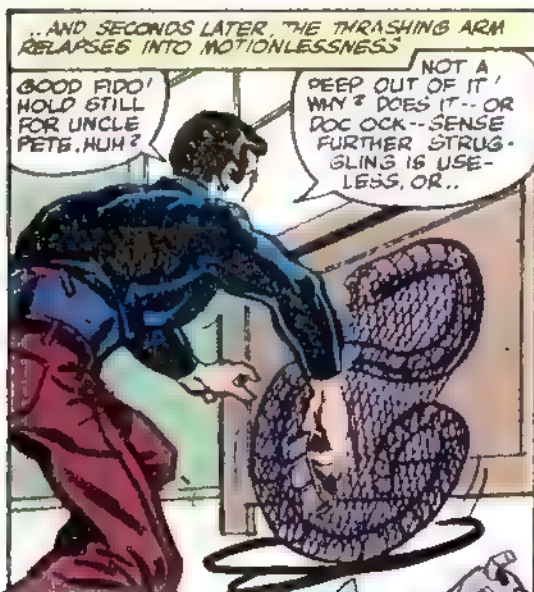
SUFFERIN' SPIDERWEBS! IT CAN ONLY BE REACTING TO A THREAT FROM DOC OCK'S--

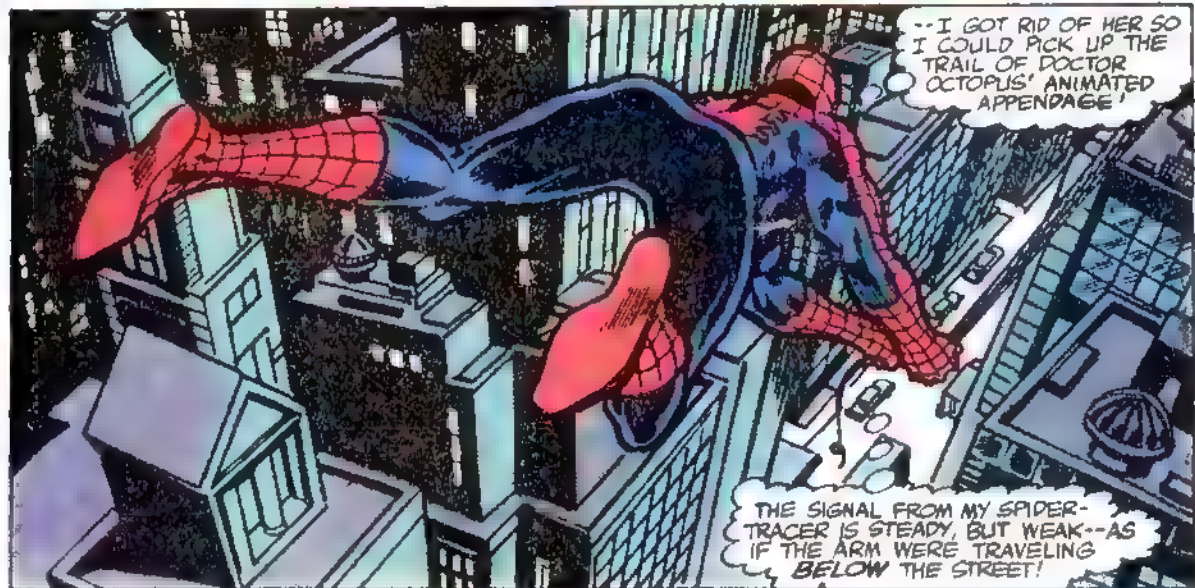


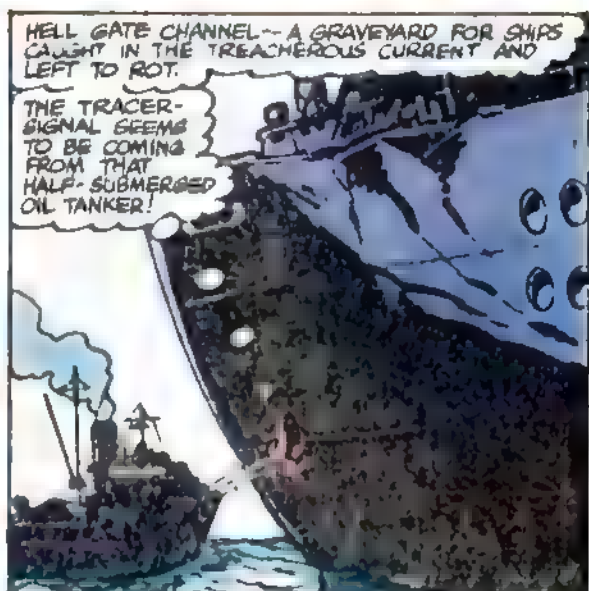
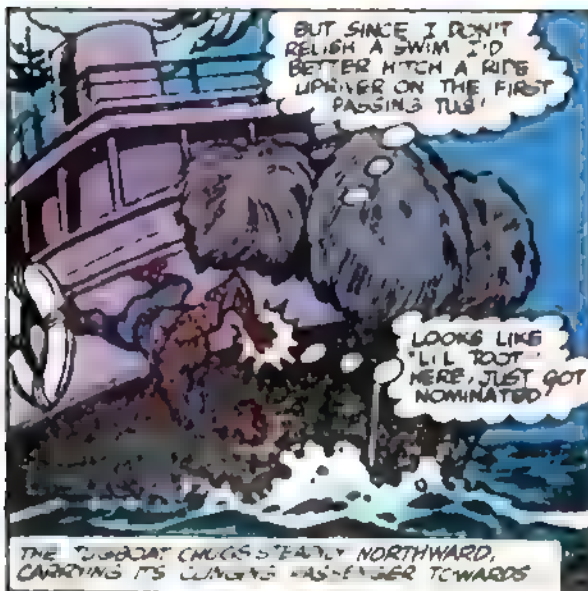
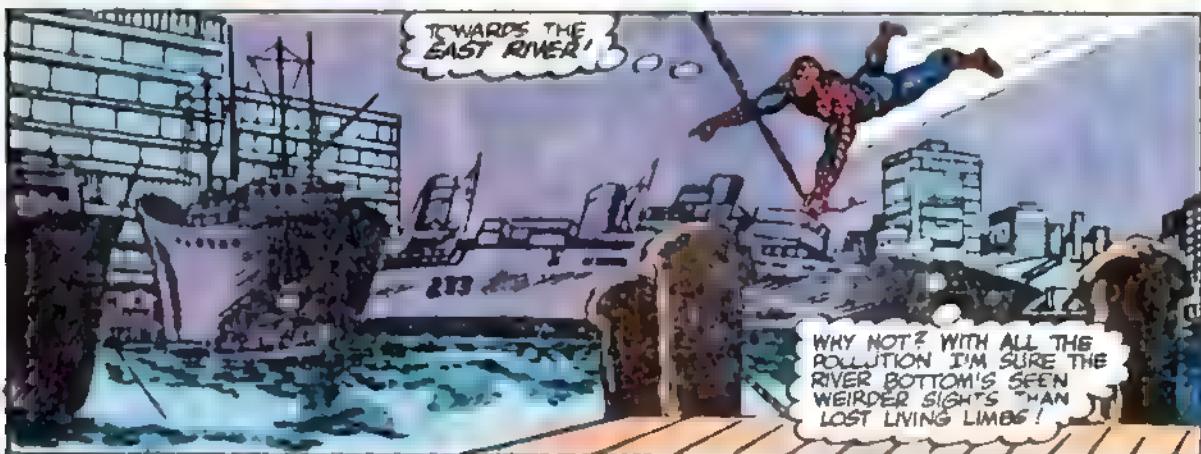
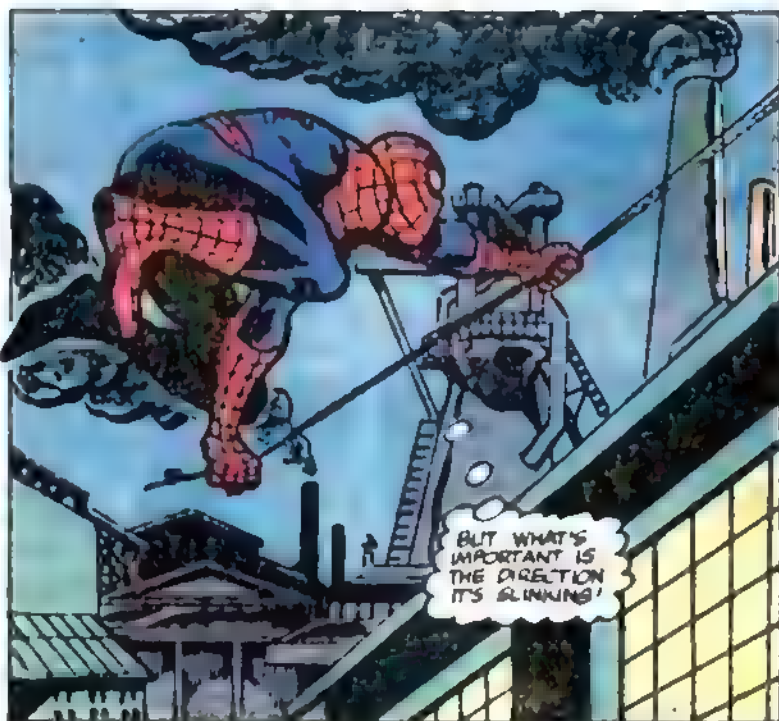
--ARM

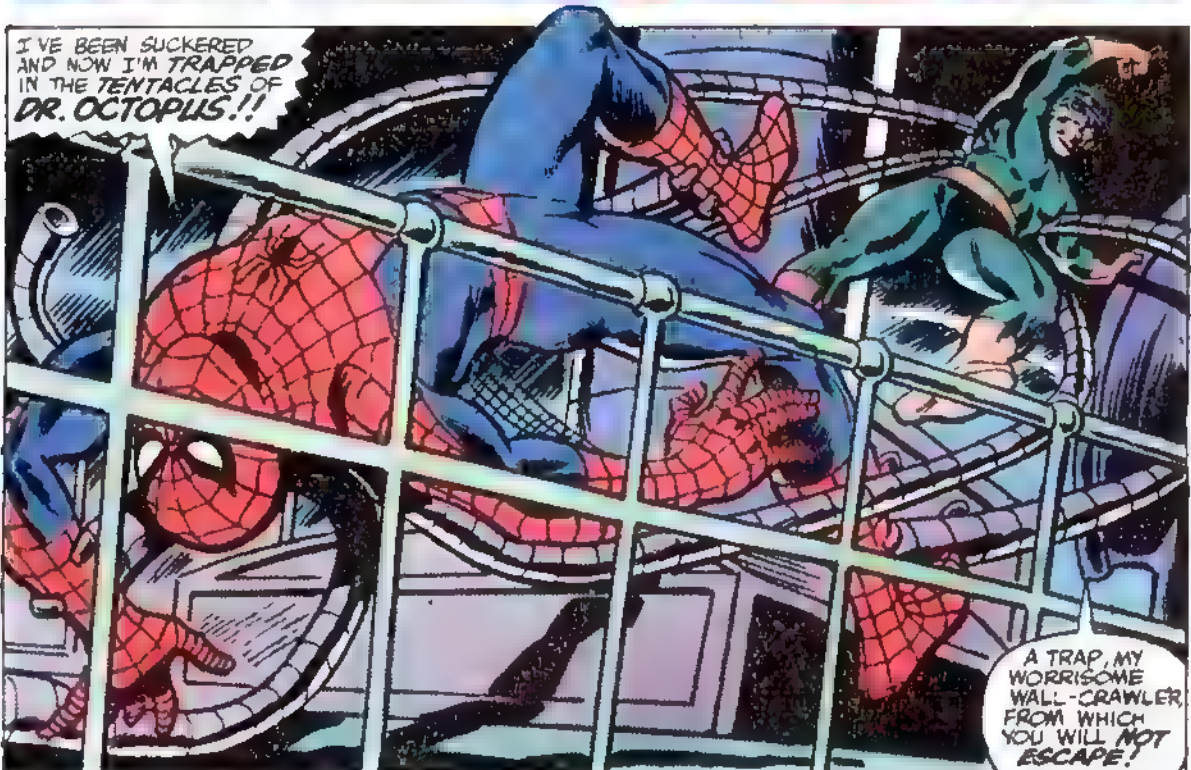
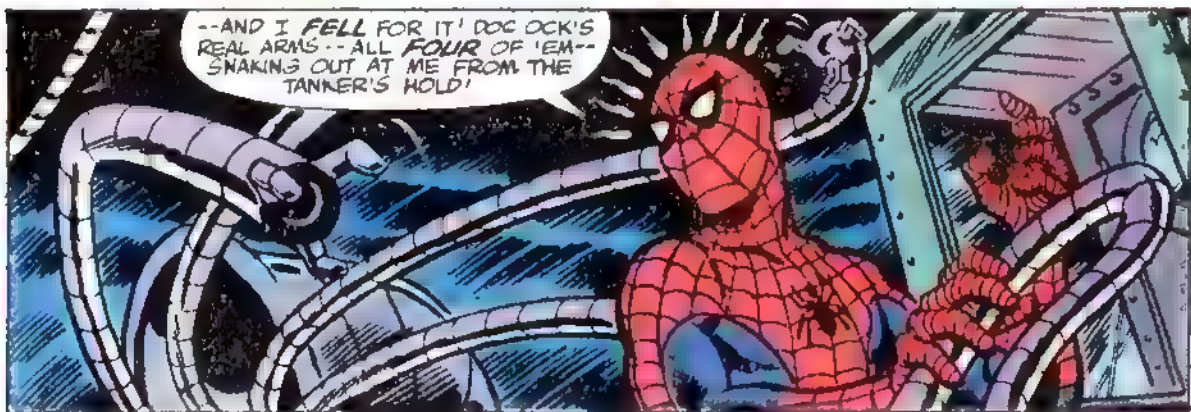
THWAM!

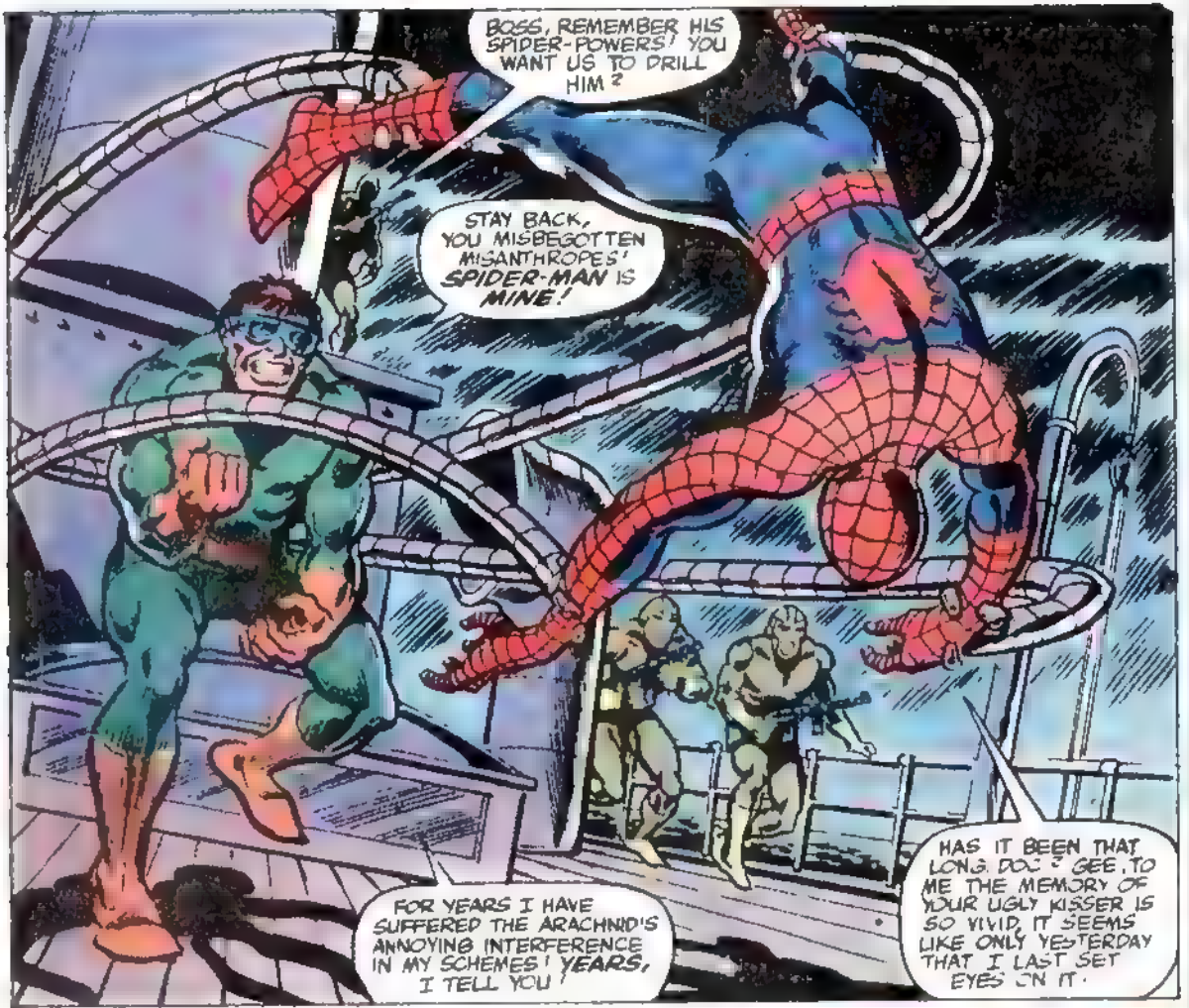


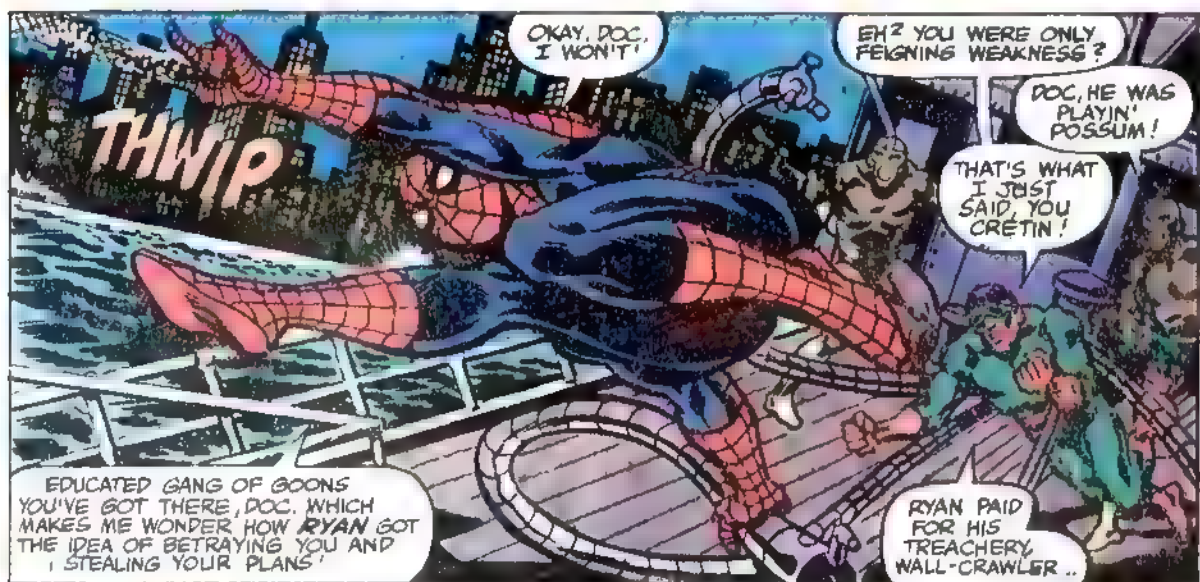
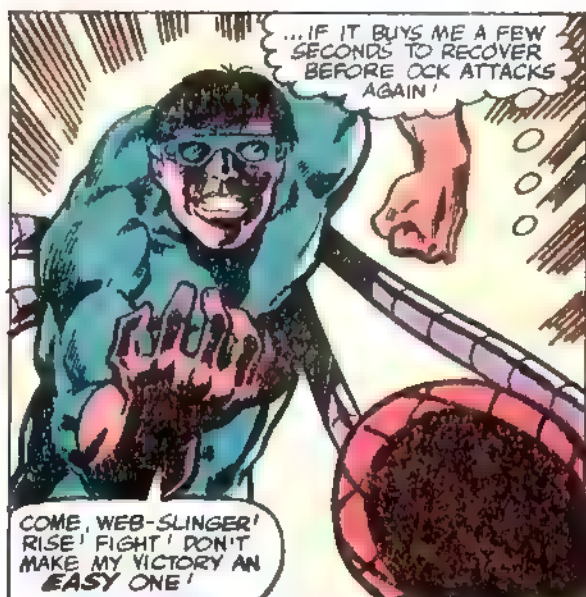


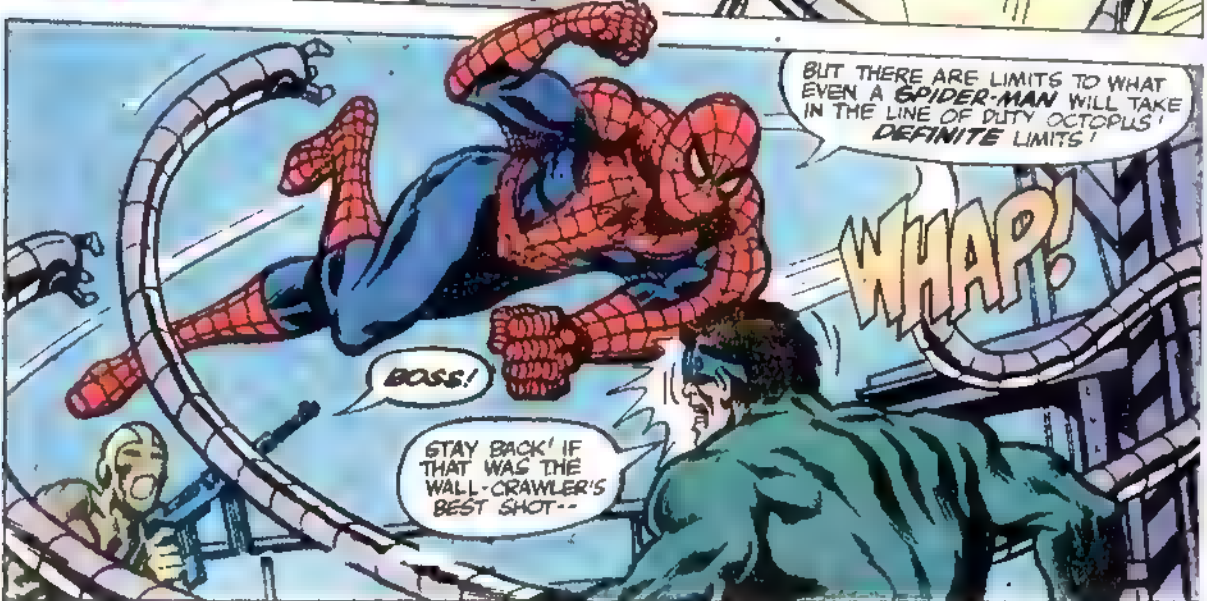
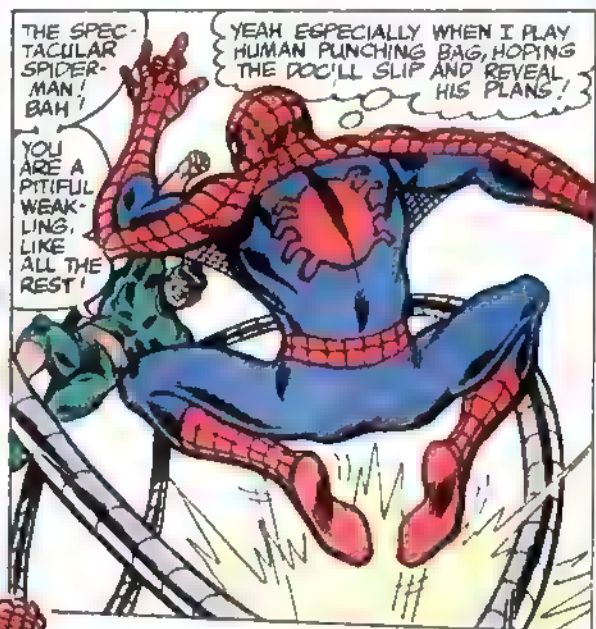
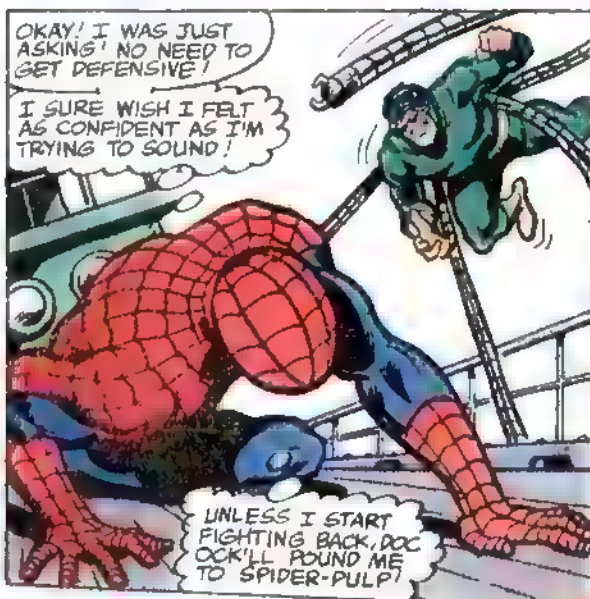
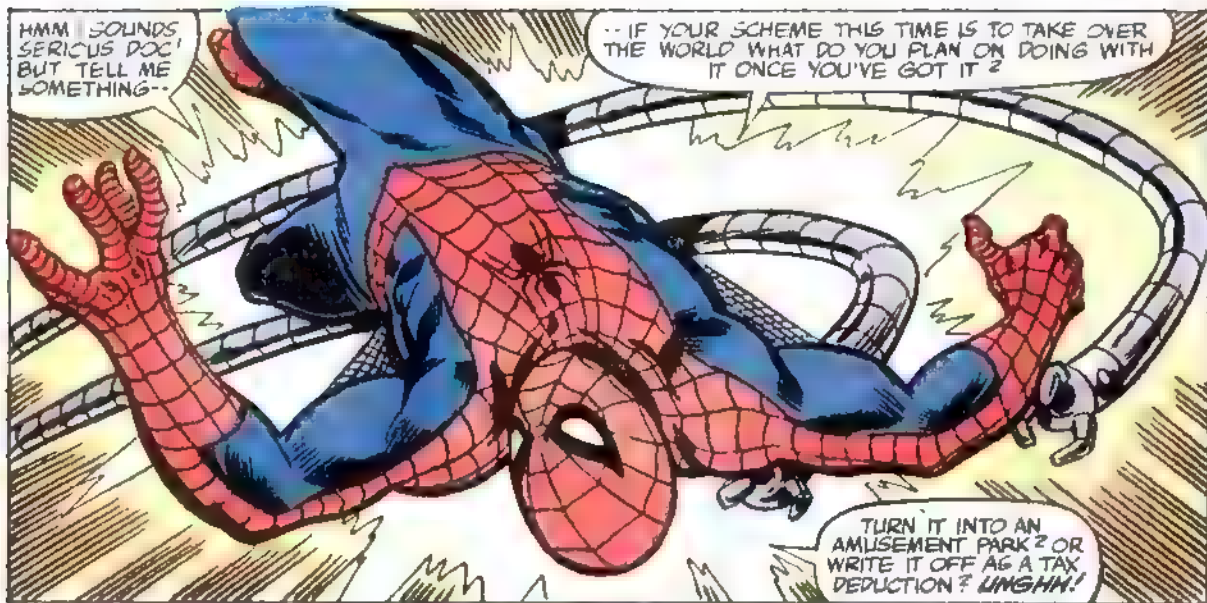


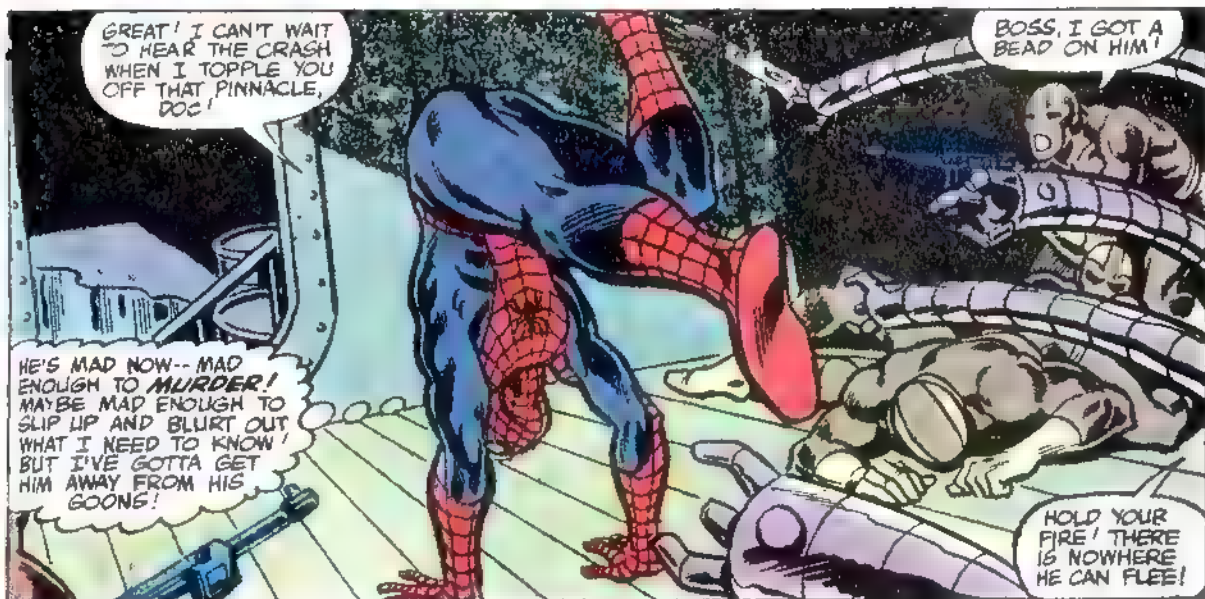
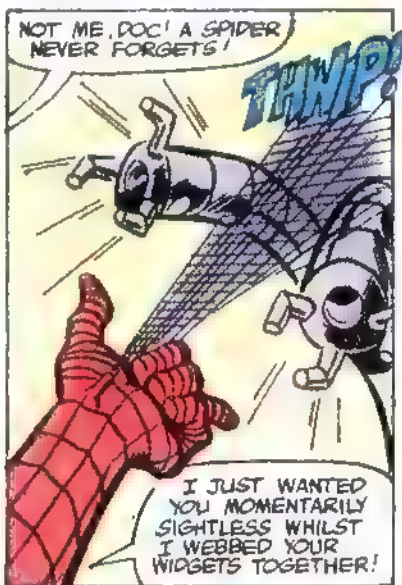


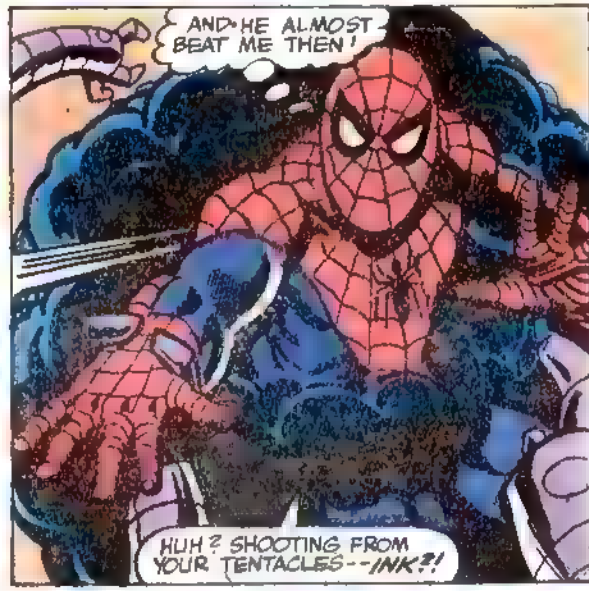
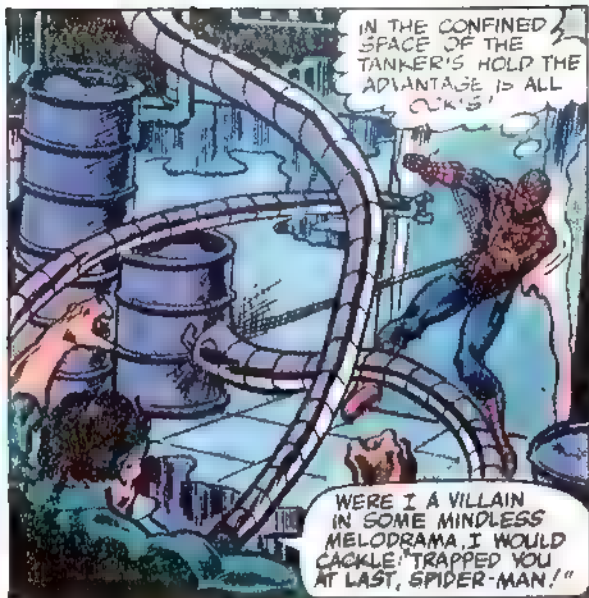
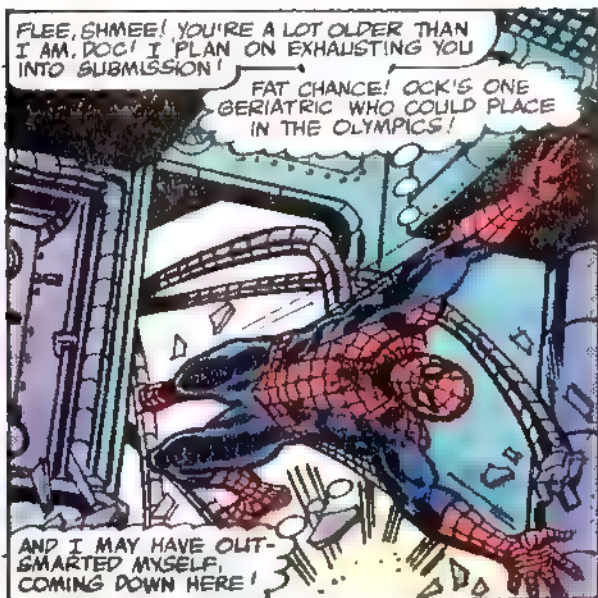


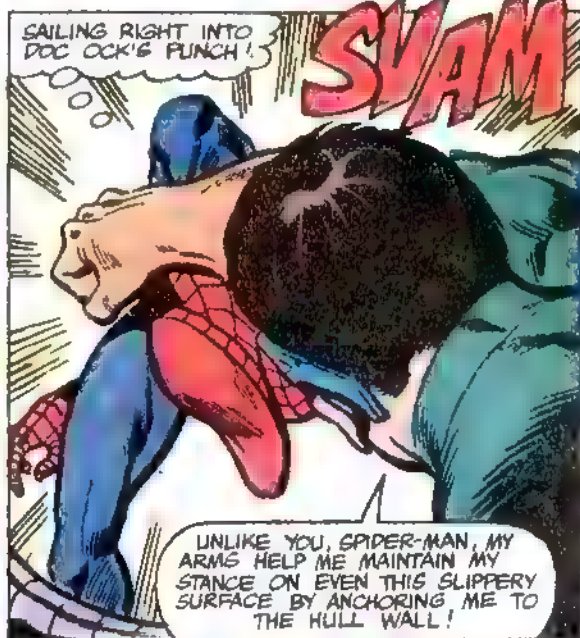
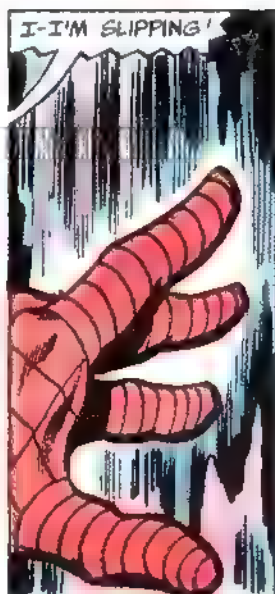








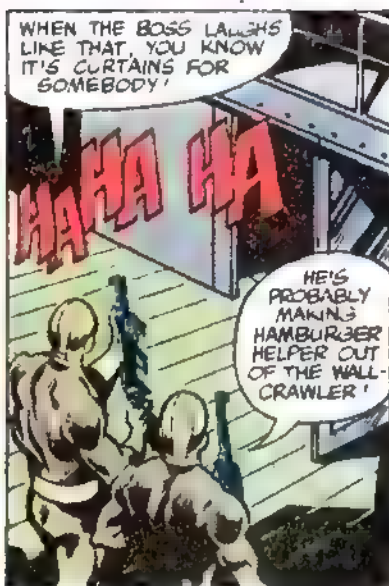






WHILE, UP ON DECK,

GEEZ! WILLYA LISTEN TO THAT?



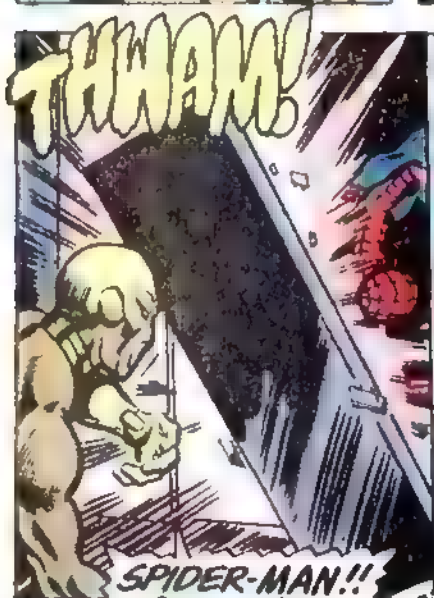
WHEN THE BOSS LAUGHS LIKE THAT, YOU KNOW IT'S CURTAINS FOR SOMEBODY!

HE'S PROBABLY MAKING HAMBURGER HELPER OUT OF THE WALL-CRAWLER!

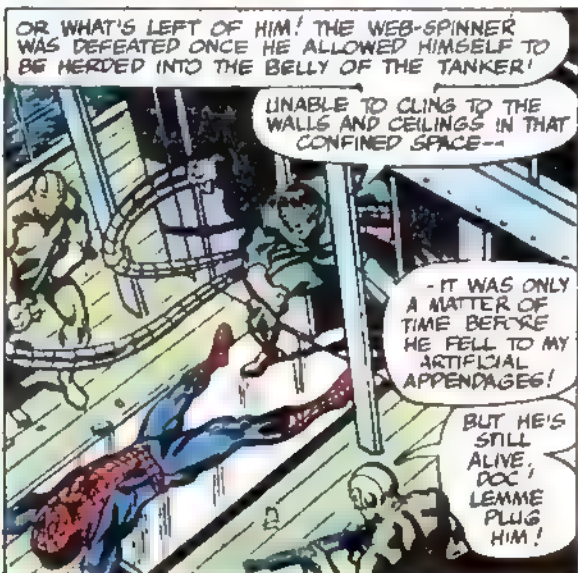


I'D SURE HATE TO BE ON THE RECEIVING END WHEN DOC OCK'S ANGRY!

HEY! THE LAUGHTER'S STOPPED! WHAT--?



SPIDER-MAN!!

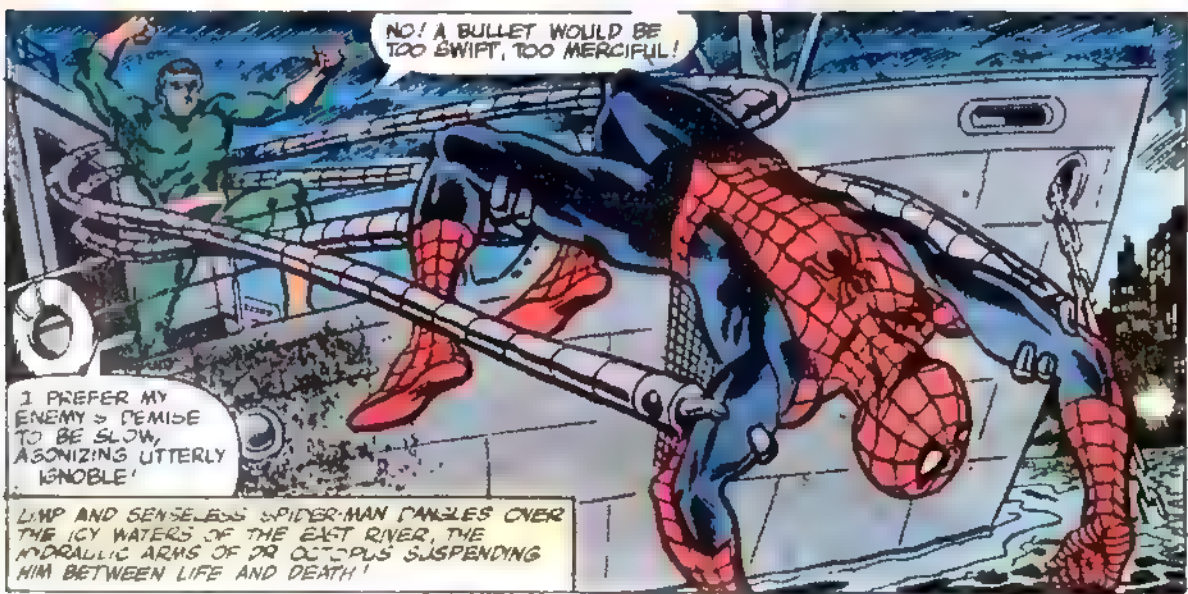


OR WHAT'S LEFT OF HIM! THE WEB-SPINNER WAS DEFEATED ONCE HE ALLOWED HIMSELF TO BE HERDED INTO THE BELLY OF THE TANKER!

UNABLE TO CLING TO THE WALLS AND CEILINGS IN THAT CONFINED SPACE--

- IT WAS ONLY A MATTER OF TIME BEFORE HE FELL TO MY ARTIFICIAL APPENDAGES!

BUT HE'S STILL ALIVE, DOC! LETME PLUG HIM!



NO! A BULLET WOULD BE TOO SWIFT, TOO MERCIFUL!

I PREFER MY ENEMY'S DEMISE TO BE SLOW, AGONIZINGLY UTERLY KNOBLE!

LIMP AND SENSELESS SPIDER-MAN TANGLES OVER THE ICY WATERS OF THE EAST RIVER, THE HYDRAULIC ARMS OF DR OCTOPUS SUSPENDING HIM BETWEEN LIFE AND DEATH!

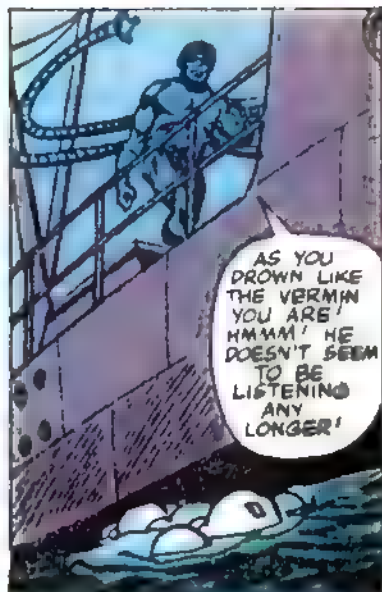


UNTIL HE IS, AT LAST, UNCEREMONIOUSLY RELEASED!

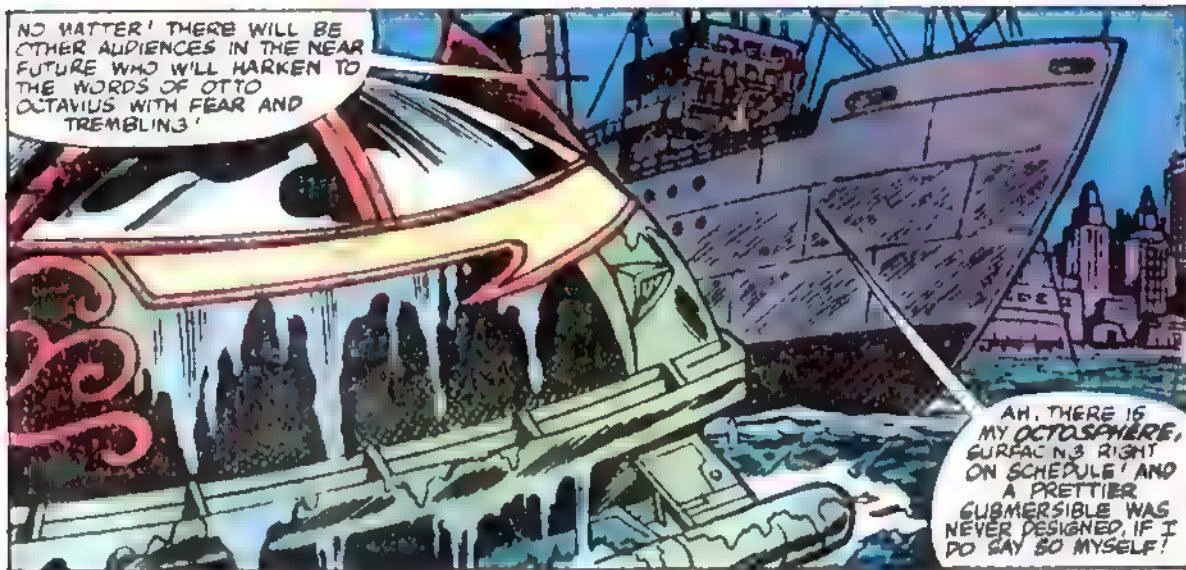


NOW I AM FINALLY RID OF MY ONLY STUMBLING BLOCK ON THE PATH TO GREATNESS! FAREWELL WALL CRAWLER!

THINK OF ME AS YOUR AGONIZED LUNGS FILL WITH WATER--AS YOU TWIST SLOWLY, SLOWLY WITH THE CURRENT!

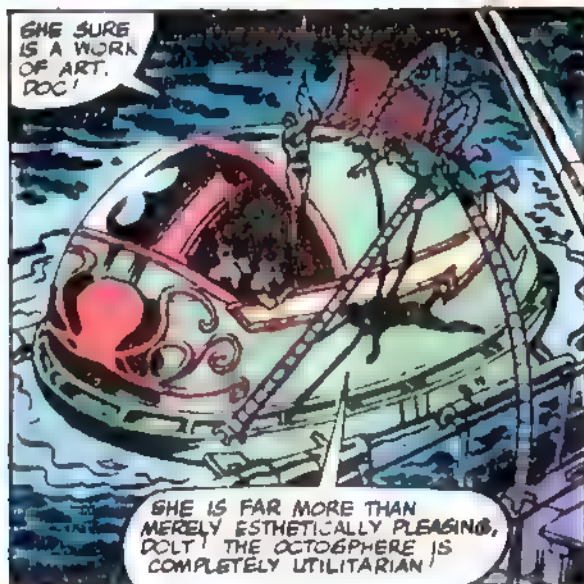


AS YOU DROWN LIKE THE VERMIN YOU ARE HMMM! HE DOESN'T SEEM TO BE LISTENING ANY LONGER!



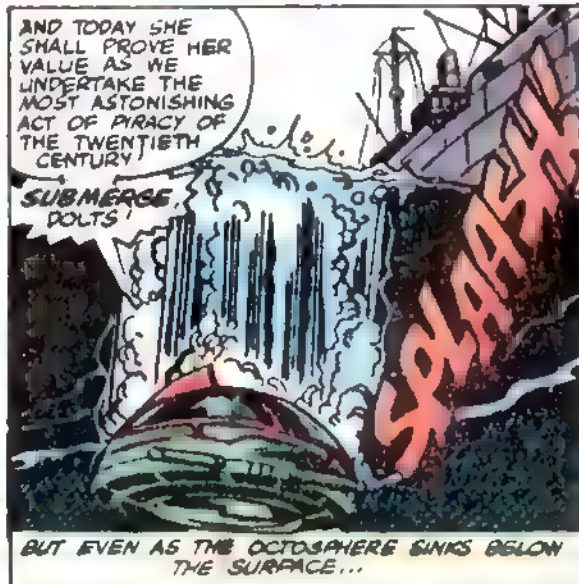
NO MATTER! THERE WILL BE OTHER AUDIENCES IN THE NEAR FUTURE WHO WILL HARKEN TO THE WORDS OF OTTO OCTAVIUS WITH FEAR AND TREMBLING!

AH, THERE IS MY OCTOSPHERE, SURFACING RIGHT ON SCHEDULE! AND A PRETTIER SUBMERSIBLE WAS NEVER DESIGNED, IF I DO SAY SO MYSELF!



SHE SURE IS A WORK OF ART, DOC!

SHE IS FAR MORE THAN MERELY ESTHETICALLY PLEASING, DOC! THE OCTOSPHERE IS COMPLETELY UTILITARIAN!



AND TODAY SHE SHALL PROVE HER VALUE AS WE UNDERTAKE THE MOST ASTONISHING ACT OF PIRACY OF THE TWENTIETH CENTURY!

SUBMERGE, DOLTS!

BUT EVEN AS THE OCTOSPHERE SINKS BELOW THE SURFACE...

...A GHASTLY REMINDER OF DOCTOR OCTOPUS' EVIL RISES FROM THE FETID DEPTHS AND CLAWS TORTUROUSLY FOR...



...AIR! I-I NEVER KNEW IT COULD SMELL SO SWEET!



UNNH! I FEEL LIKE I'VE BEEN THROUGH A GRAVEL-CRUSHER!



I HURT EVERY TIME I MOVE-- BUT I'VE GOTTA DO SOMETHING OR THE CURRENT'LL SWEEP ME OUT TO SEA!

I F I CAN ONLY ADHERE MY WEBBING TO THOSE ROTTING PILING--? N-NO GOOD! I-I MISSED BY A MILE!

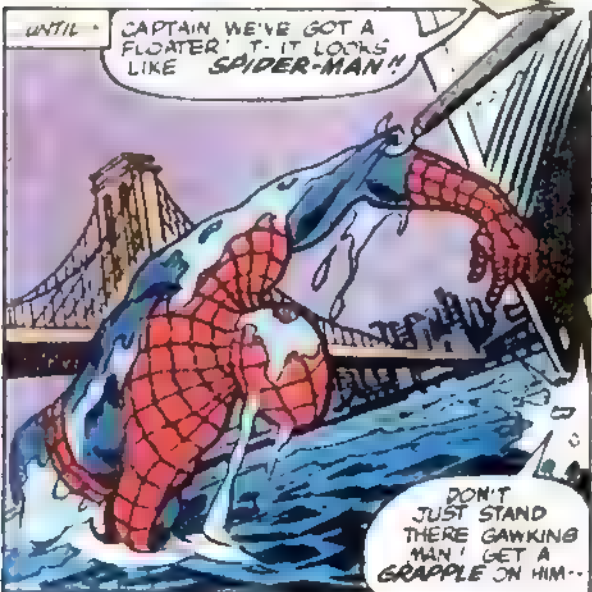


A-AND I'M JUST TOO TIRED TO FIGHT ANYMORE!



EXHAUSTED, THE WEB-SLINGER IS BORNE STEADILY DOWN-RIVER...

UNTIL... CAPTAIN WE'VE GOT A FLOATER! T-IT LOOKS LIKE SPIDER-MAN!!



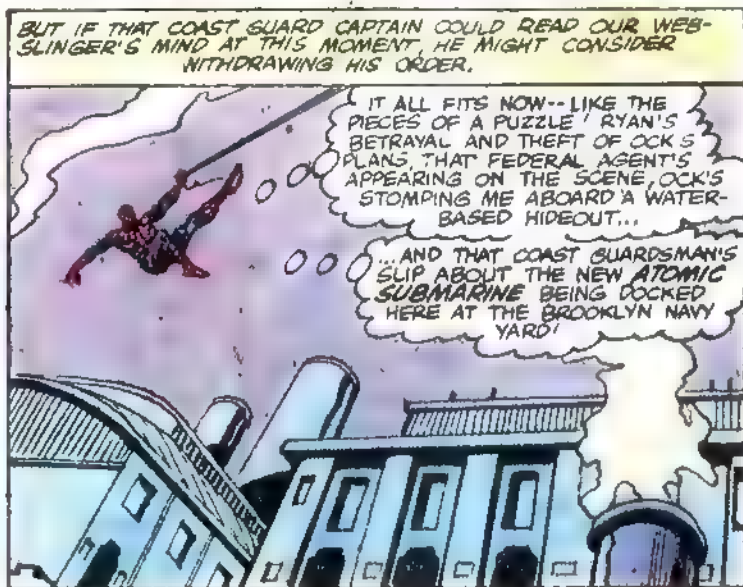
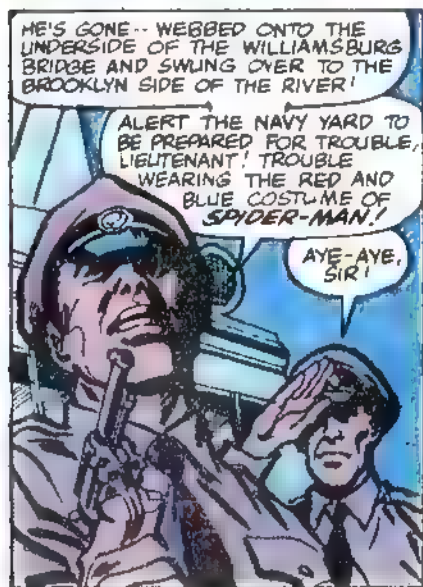
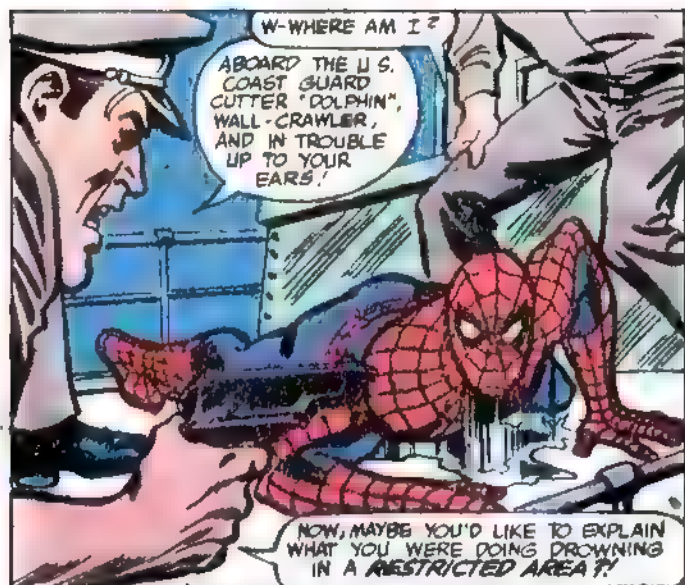
DON'T JUST STAND THERE GAWKING MAN! GET A GRAPPLE ON HIM--

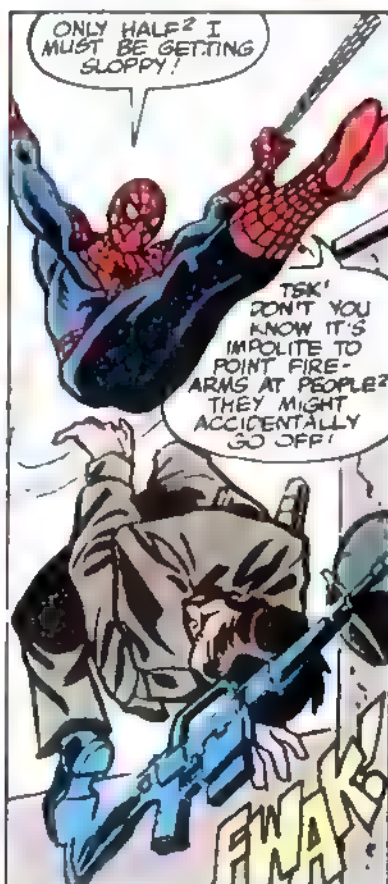
--AND BRING HIM ABOARD! IT IS SPIDER-MAN-- OR SOMEONE SENSELESS ENOUGH TO DRESS UP LIKE HIM AND GO SWIMMING IN THE RIVER!

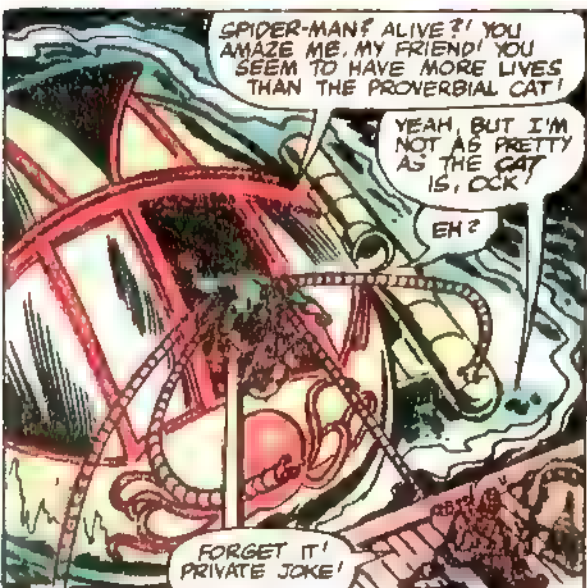
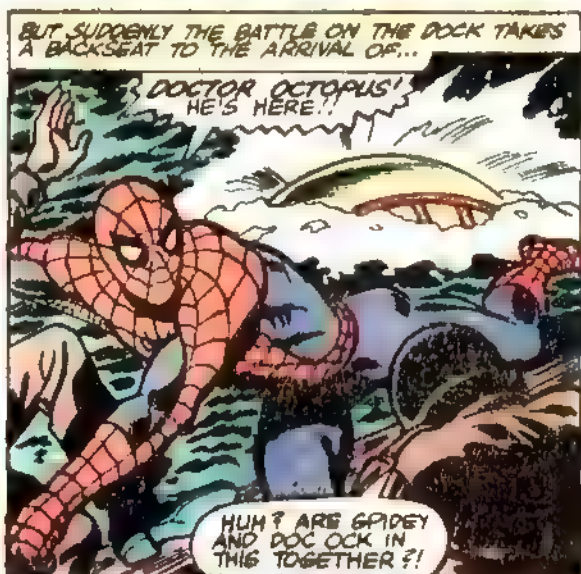
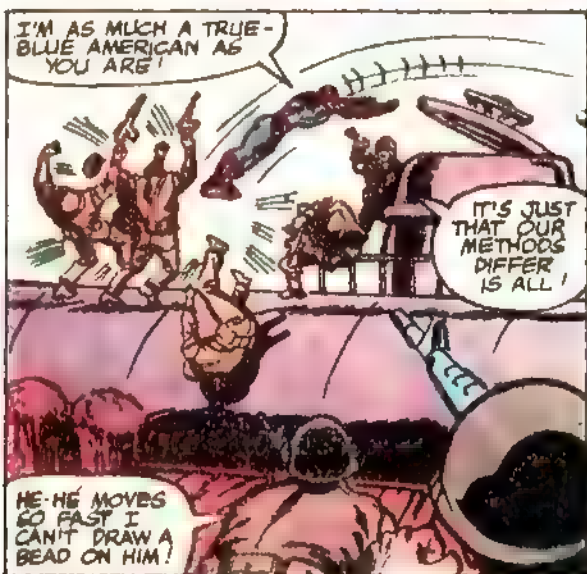
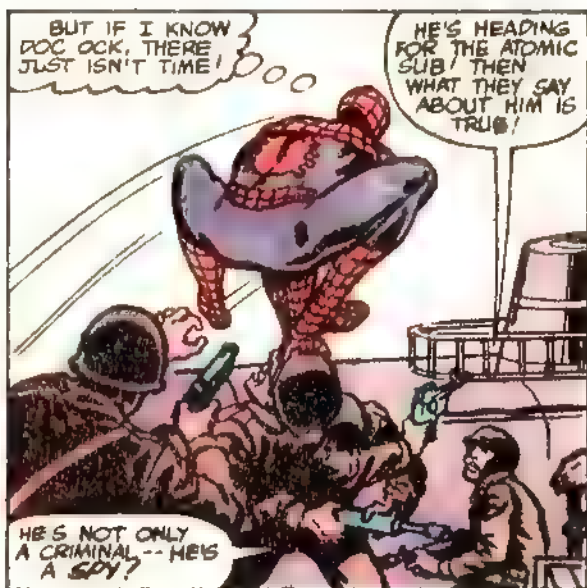


U-U-UNNH!

HEAR THAT? HE MAY BE WATER-LOGGED, BUT HE'S ALIVE!







EVEN YOU WERE PLANNED FOR, SPIDER-MAN! AND THOUGH YOU PROVED MORE UNPREDICTABLE THAN I WOULD HAVE SUPPOSED NOT EVEN YOU WILL STAND IN MY WAY TO POWER UNLIMITED

GOOD SPEECH, DOC. I HOPE THEY MAKE YOU PRISON VALEDICTORIAN!

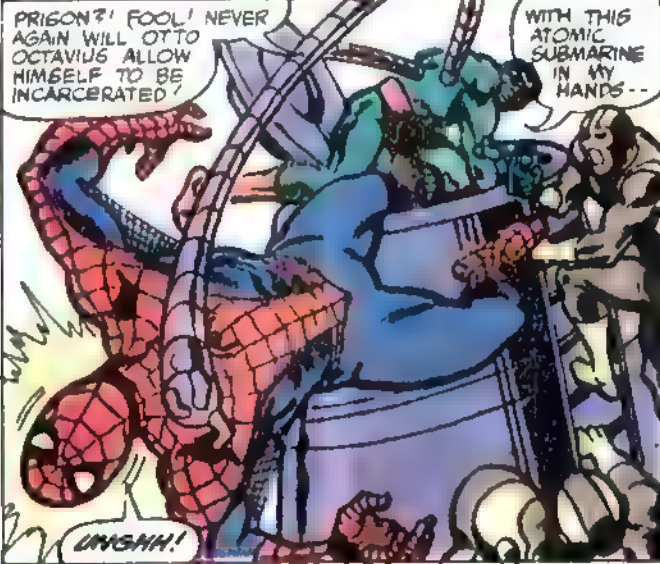


OCTOPUS ATTACKING SPIDER-MAN? THEN THEY'RE NOT IN CAMOOTS???

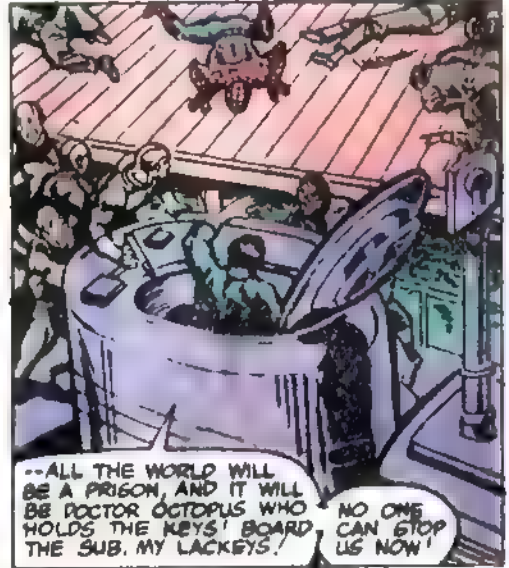
WE GOT ENOUGH WORRIES WITHOUT FIGURING THAT ONE OUT, SOLDIER!

PRISON? FOOL! NEVER AGAIN WILL OTTO OCTAVIUS ALLOW HIMSELF TO BE INCARCERATED!

WITH THIS ATOMIC SUBMARINE IN MY HANDS--

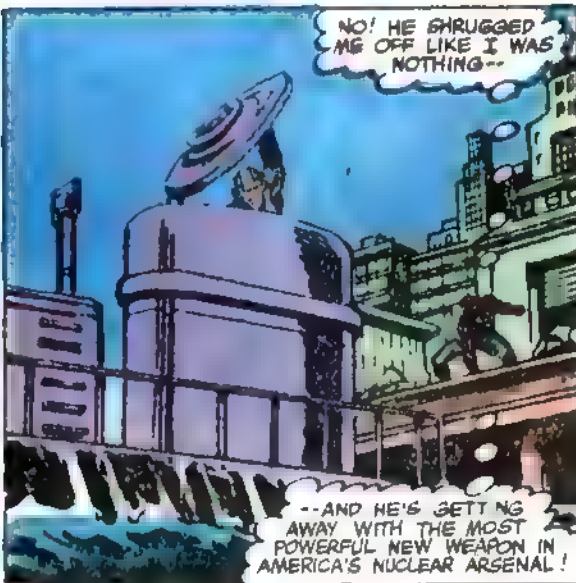


UNGHH!



--ALL THE WORLD WILL BE A PRISON, AND IT WILL BE DOCTOR OCTOPUS WHO HOLDS THE KEYS! BOARD THE SUB, MY LACKEYS!

NO ONE CAN STOP US NOW!



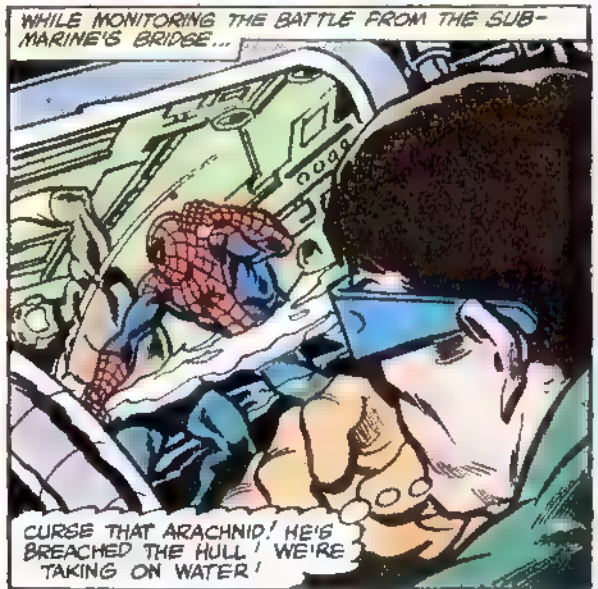
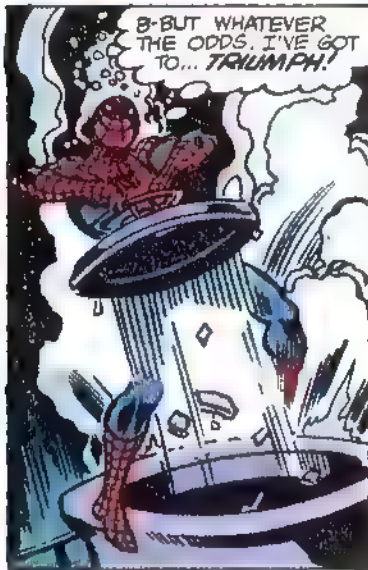
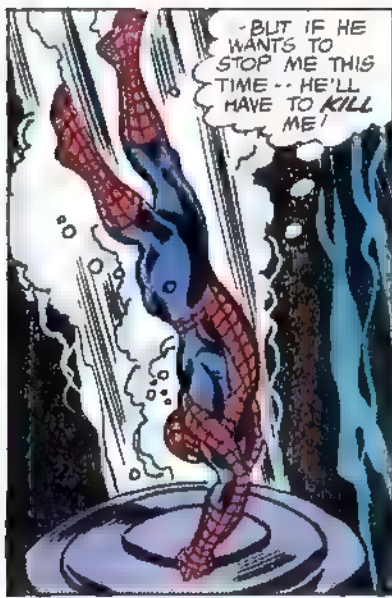
NO! HE SHRUGGED ME OFF LIKE I WAS NOTHING--

--AND HE'S GETTING AWAY WITH THE MOST POWERFUL NEW WEAPON IN AMERICA'S NUCLEAR ARSENAL!



UNLESS HE'S STOPPED NO ONE WILL BREATHE FREE-- NO ONE WILL BE SAFE!

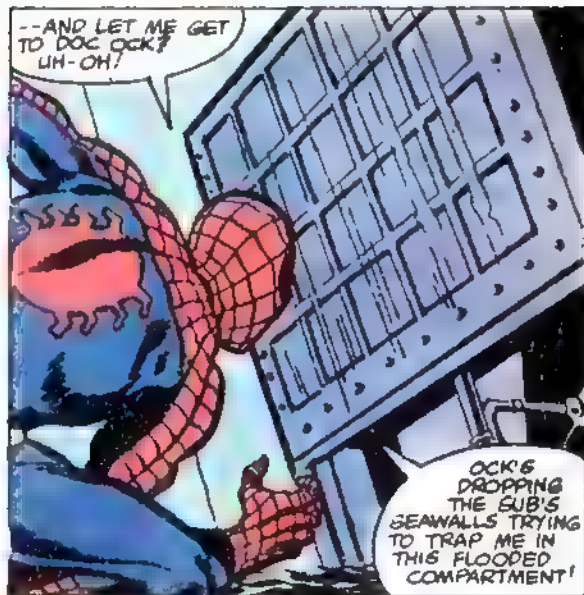
THERE'S NO CHOICE, THEN! DOC OCK MAY BE ABLE TO MOP UP THE FLOOR WITH ME--





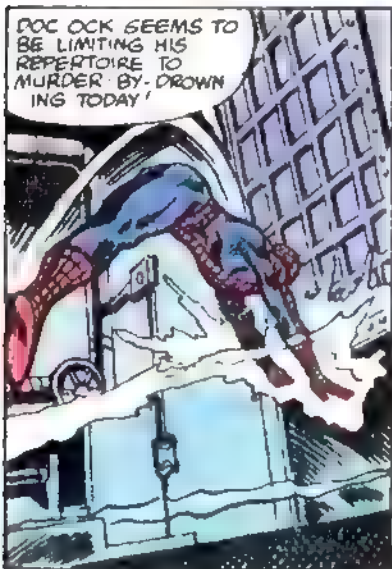
WHATSAMATTER, GUNSEL? AFRAID OF CATCHING FOOT-IN-MOUTH DISEASE?

WHY DON'T YOU JUST ABANDON SHIP WITH THE REST OF YOUR BUDDIES--

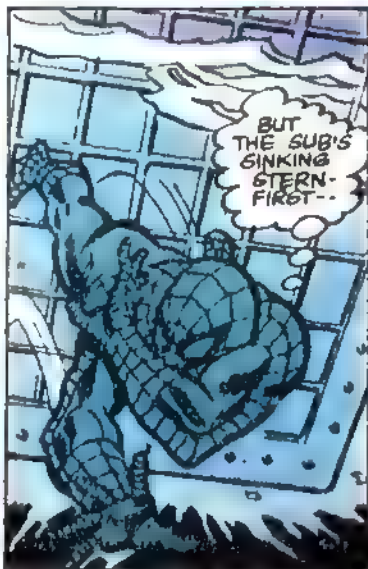


--AND LET ME GET TO DOC OCK? UH-OH!

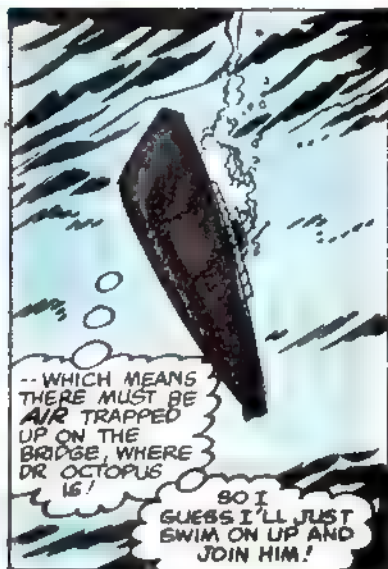
OCK'S DROPPING THE SUB'S SEAWALLS TRYING TO TRAP ME IN THIS FLOODED COMPARTMENT!



DOC OCK SEEMS TO BE LIMITING HIS REPERTOIRE TO MURDER BY DROWN-ING TODAY!

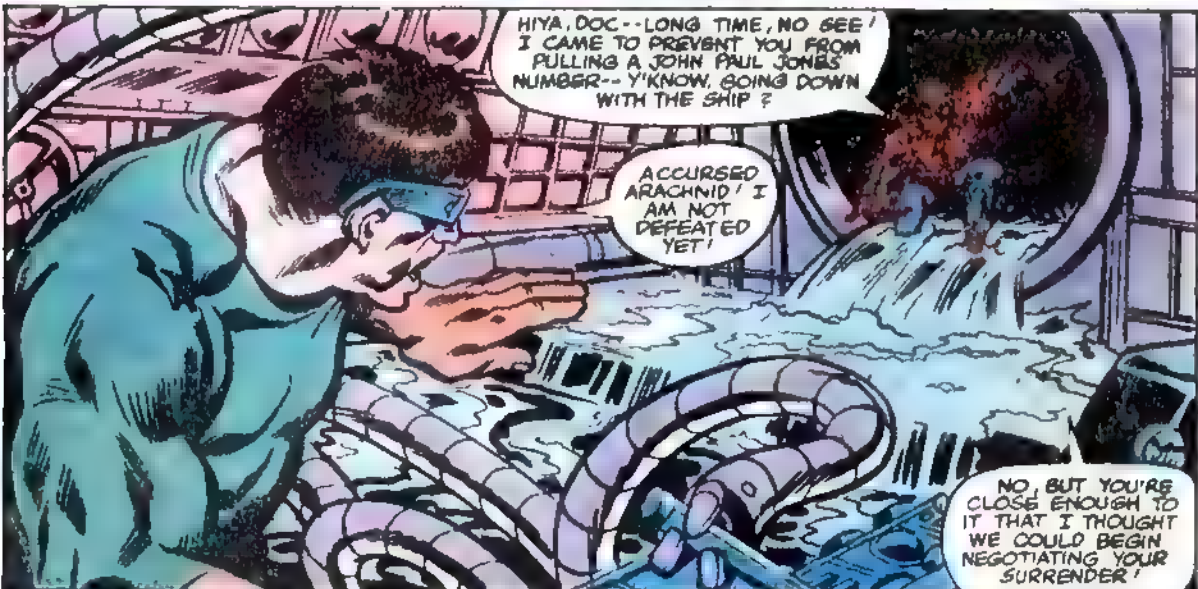


BUT THE SUB'S SINKING STERN-FIRST--



--WHICH MEANS THERE MUST BE AIR TRAPPED UP ON THE BRIDGE, WHERE DR. OCTOPUS IS!

SO I GUESS I'LL JUST SWIM ON UP AND JOIN HIM!



HIYA, DOC--LONG TIME, NO SEE! I CAME TO PREVENT YOU FROM PULLING A JOHN PAUL JONES NUMBER--Y'KNOW, GOING DOWN WITH THE SHIP?

ACCURSED ARACHNID! I AM NOT DEFEATED YET!

NO, BUT YOU'RE CLOSE ENOUGH TO IT THAT I THOUGHT WE COULD BEGIN NEGOTIATING YOUR SURRENDER!

